



**Invitation to the 2024 Annual General Meeting
of Shareholders**

Malee Group Public Company Limited

Thursday 25 April 2024

At 01:30 pm

**Cafeteria Room 1st Floor, Rangsit Office Building
No. 401/1 Moo 8 Phaholyothin Road, Kukot,
Lam Luk Ka, Pathumthani 12130**

*In cooperation with the Stock Exchange of Thailand, the Company
therefore presents no souvenirs at the shareholders' meeting.*

Translation

CA 003/2024

15 March 2024



Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders of Malee Group Public Company Limited

- Enclosures:**
1. Copy of the minutes of the 2023 Annual General Meeting of Shareholders
 2. 56-1 One Report 2023 in QR Code format
 3. Proxy Form A, B and C
 4. Profiles of the candidate directors nominated to replace the directors retiring by rotation and new director
 5. Profiles of the independent directors proposed by the Company to act as proxy
 6. Definition of Independent Director
 7. The Company's Articles of Association and Public Limited Companies Act, B.E.2535 in relation to the Annual General Meeting of Shareholders
 8. Conditions, Rules and Procedures to attend the Meeting
 9. Map of the venue for the meeting

The Company's Board of Directors has resolved to hold the 2024 Annual General Meeting of Shareholders on Thursday 25 April 2024 at 01:30 pm. at Cafeteria Room 1st Floor, Rangsit Office Building which is located at No.401/1 Moo.8 Phaholyothin Road, Kukot, Lam Luk Ka, Pathumthani, 12130. The agendas of the meeting will be as follows:

Agenda 1 To certify the Minutes of the 2023 Annual General Meeting of Shareholders

Objective and reasons: The 2023 Annual General Meeting of Shareholders was held on 27 April 2023. The Company accurately recorded the minutes and submitted them to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law. A copy of the Minutes of the 2023 Annual General Meeting of Shareholders is attached as **Enclosure 1**.

Board of Directors' Opinion: The Board of Directors deemed it appropriate to propose to shareholders to certify the Minutes of the 2023 Annual General Meeting of Shareholders.

Agenda 2 To acknowledge the report of the Company's operating results for the Year 2023

Objective and reasons: As for operating results for the fiscal year ended 31 December 2023, the Company and its subsidiaries recorded total revenue of Baht 7,871 million and net Profit attributable to equity holders of the parent of Baht 80 million. Detailed information of consolidated operating results has been provided in the 56-1 One Report 2023 in the QR Code format attached hereto (see detail in **Enclosure 2**).

The Company's operating results for the past 3 years:

Year	Total Revenue (MB)	Net Profit (Net Loss) (MB)	Profit (Loss) Ratio per share (Baht/share)
2021*	5,650	(114)	(0.41)
2022*	6,537	(210)	(0.73)
2023	7,871	80	0.15

Remark * Restated consolidated financial statements after restructuring

Board of Directors' Opinion: The Board of Directors acknowledged and deemed it appropriate to report the operating results of the Company for the year 2023 to the meeting of shareholders.

Agenda 3 To approve the Company's audited financial statements for the year ended 31 December 2023

Objective and reasons: The Board of Directors had the Company's audited financial statements for the year ended 31 December 2023 certified by auditors in order to propose to the 2024 Annual General Meeting of Shareholders for consideration and approval in accordance with section 112 of the Public Limited Companies Act, B.E. 2535 (see details in **Enclosure 2**).

Board of Directors' Opinion: The Board of Directors deemed it appropriate to propose the audited financial statements of the Company for the year ended 31 December 2023 to the meeting of shareholders for approval.

Agenda 4 To approve the omission of dividend payment for the year 2023

Objective and reasons: Under section 115 of the Public Limited Companies Act, B.E.2535, the Company must pay dividends from its profit only, and section 116 states that the Company must set aside at least five percent of its net annual profit as statutory reserve deducted by retained loss (if any) until the reserve reaches 10 percent of the Company's registered capital.

The Company's policy is to pay dividends at a minimum rate of 30 percent of its consolidated net profit after income tax and legal reserves. However, the Company may consider the dividend payout by considering the cash flow, investment plan of the Company and its affiliates and other necessities of other concerned factors in the future.

The Company and its subsidiaries had total sales of Baht 7,871 million and net profit attributable to equity holders of the parent of Baht 80 million as of December 31, 2023, according to the Company's operating statistics. However, in order to preserve liquidity for ongoing business activities, the company is requesting permission to recommend to shareholders that the dividend payment be omitted for the performance results of 2023.

The comparison for the dividend payout ratio past 3 years:

Year	Profit (Loss)/Share (Baht/Share)	Cash Dividend (Baht/Share)	Dividend Payout Ratio (%)
2021*	(0.41)	-	-
2022*	(0.73)	-	-
2023	0.15	-	-

Remark * Restated consolidated financial statements after restructuring

Board of Directors' Opinion: The Board of Directors deems it appropriate to propose to shareholders to approve the dividend payment omission for the year 2023 because the company want to maintain cash flow for use in the business.

Agenda 5 To approve the appointment of the Company's directors who will retire by rotation in 2024

Objective and reasons: Regarding to the Company's Article of Association, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. Three must be a drawing by lots to determine the directors retiring on the first and the second year following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire. For the 2024 Annual General Meeting, the retiring directors were as follows:

- | | | |
|----|--------------------------------|-----------------------------|
| 1. | Mrs. Chintana Boonyarat | Director |
| 2. | Mr. Pichai Chirathivat | Director |
| 3. | Mr. Arin Jira | Independent Director |

The selection of persons to serve on the Board of Directors of the Company is made through the procedures of the Nomination and Remuneration Committee. And, the selection is based on qualifications under the Public Limited Companies Act, B.E. 2535 and the notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company had invited shareholders of their right to nominate name of qualified person(s) in advance for director position through its website during 1 November 2023 – 8 January 2024. However, nobody proposed names of candidates for consideration.

Board of Directors' Opinion: The Board of Directors, excluding the directors who have special interests in this matter deemed it appropriate to propose to the shareholders meeting to approve the nominees whom were passed the screening process of the Company's Board of Directors that the persons are qualified with knowledge in business relating to the Company's operation, and appoint 3 directors, **Mrs. Chintana Boonyarat, Mr. Pichai Chirathivat and Mr. Arin Jira, as Director and Independent Director respectively**, whom considered as proposed by the Nomination and Remuneration Committee. These directors are in accordance with the relevant rules that had qualifications and experiences suitable for the business operation, according to the Public Limited Companies Act B.E. 2535 (1992). The profiles of the three directors are set out in **Enclosure 4.**

The nominated director's shareholding information:

The nominated directors	Shareholding As of 8 Mar 24	Rights to vote
1. Mrs. Chintana Boonyarat	20,435,110	20,435,110
2. Mr. Pichai Chirathivat	8,061,967	8,061,967
3. Mr. Arin Jira	None	None

Agenda 6 To approve the determination of directors' remuneration for the year 2024

Objective and reasons: The Nomination and Remuneration Committee has determined the directors' remuneration on the basis of the Company's operating results in the previous year, the director's performance and their scope of responsibilities by comparing how other companies in the same business or similar industries remunerate their directors as well as benchmarking with remuneration of directors and executives of listed companies conducted by the Institute of Directors (IOD).

Board of Directors' Opinion: The Board of Directors deemed it appropriate to propose to the meeting of shareholders to approve the directors' remuneration in total amount not exceeding Baht 10,000,000 (the same level as those of preceding years) for the year 2024 onwards until the meeting of shareholders approve further changes, whereby the conditions and criteria will be under the Board of Directors' consideration. In this regard, the remuneration of Directors in 2024 consists of meeting allowances and quarterly allowances excluding with other benefits. The Directors' remuneration for the year 2024 are set out as follows:

Description	Year 2023		Year 2024 (Propose)	
	Meeting Allowance (Baht)	Quarterly Allowance (Baht)	Meeting Allowance (Baht)	Quarterly Allowance (Baht)
Board Committee				
- Chairman	20,000	60,000	20,000	60,000
- Member	10,000	40,000	10,000	40,000
Executive Committee				
- Chairman	20,000	60,000	20,000	60,000
- Member	10,000	30,000	10,000	30,000
Audit Committee				
- Chairman	20,000	45,000	20,000	45,000
- Member	10,000	35,000	10,000	35,000
Risk Management Committee				
- Chairman	20,000	-	20,000	-
- Member	10,000	-	10,000	-
Nomination and Remuneration Committee				
- Chairman	20,000	-	20,000	-
- Member	10,000	-	10,000	-
The remuneration and other benefits excluding with meeting allowances and quarterly allowances	Only the Chairman of Board of Director and the Chairman of the Executive Committee who have positioning car		Only the Chairman of Board of Director and the Chairman of the Executive Committee who have positioning car	

Agenda 7 To approve the appointment of auditors as well as determining their remuneration for the year 2024

Objective and reasons: In accordance with Act, B.E. 2535 of the Public Limited Company requires that the Annual General Meeting of Shareholders appoint the auditors and determine their remuneration every year. The Audit Committee of the Company considered the qualifications of the auditor and the audit firm continuity and efficiency in the Audit Including the appropriateness of the audit fee rates. The Audit Committee deemed it appropriate to appoint the following certified public auditors:

- | | |
|-----------------------------------|---|
| 1. Ms. Sutthirak Fakon, | Certified Public Accountant No. 7712 and/or |
| 2. Mr. Chatchai Kasemsrithanawat, | Certified Public Accountant No. 5813 and/or |
| 3. Mr. Preecha Arunnara, | Certified Public Accountant No. 5800 |

The above auditors from EY Office Limited were proposed by the Audit Committee to be the auditors of the Company and its subsidiaries for the year 2024 were from the same auditing firm, with audit fee of not exceeding Baht 2,650,000 for the Company and not exceeding Baht 3,000,000 for the Company's subsidiaries. Total fees must not be exceeding Baht 5,650,000, excluding out-of-pocket expenses i.e. upcountry travelling expenses, etc., as proposed by the Audit Committee.

In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

EY Office Limited has been the auditor of the Company and its subsidiaries for 3 years. Mr. Supachai Phanyawattano has been serving as the Company's auditor for 2 years, while Ms. Sutthirak Fakon has been serving as the Company's auditor for 1 year.

The above proposed auditors do not have any relationship or interests with the Company, executives, or major shareholders as well as their affiliates.

The comparison of audit fee:

Remuneration	Fiscal Year 2023	Fiscal Year 2024*
Audit Fee of the Company	Baht 2,650,000	Baht 2,650,000
Other Fees	-	-
Total	Baht 2,650,000	Baht 2,650,000

Board of Directors' Opinion: The Board of Directors deemed it appropriate to propose to the meeting of shareholders to consider and approve the appointment of Ms. Sutthirak Fakon, Certified Public Accountant No. 7712 and/or Mr. Chatchai Kasemsrithanawat, Certified Public Accountant No. 5813 and/or Mr. Preecha Arunnara, Certified Public Accountant No. 5800 to be the auditors of the Company and its subsidiaries for the year 2024 with their remuneration as proposed.

Agenda 8: To consider any other businesses (if any)

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Shareholders are invited to attend the meeting on the date, time and place as specified above. For any shareholder who wishes to appoint a proxy to attend and vote on their behalf, please complete the attached proxy form either form A or B. For any foreign shareholder who appoints a custodian in Thailand for shares depository, please use the form C proxy (Enclosure 3) and submit it to the Company before attending the meeting.

Yours sincerely,

- Signed -

Mr. Paitoon Eiamsirikulmit

Company Secretary

Malee Group Public Company Limited

To obtain the documents in hard copy

The documents that the Company sends along with this invitation to the meeting are in QR Code format.

If any shareholders wish to obtain the documents in hard copy, please contact:

Malee Group Public Company Limited / Company Secretary

401/1 Moo 8, Phaholyothin Road, Kukot Subdistrict, Lam Luk Ka District, Pathumthani Province 12130

Tel. 02-080-7899 ext. 1131 and 1136

Email: ir@malee.co.th

The Company will send the documents in hard copy to shareholders.

(Translation)

**Minutes of the 2023 Annual General Meeting of the Shareholders of
Malee Group Public Company Limited
Registration No. 0107535000079**

Date, Time and Venue:

The meeting was held on Thursday 27 April 2023, at Cafeteria Room, 1st Floor, Rangsit Office Building, No. 401/1, Moo 8, Phaholyothin Road, Kukot, Lam Luk Ka District, Pathumthani 12130.

The meeting was convened at 01:30 p.m.

Mrs. Chintana Boonyarat, Chairman of the Board of Directors, acting as the Chairman of the Meeting (the “**Chairman**”) welcomed shareholders, proxy holders, directors, executives and all attendants and declared to the meeting that as of the book closing date on 14 March 2023, the Company’s registered capital was Baht 276,000,000, divided into 552,000,000 shares, with par value of Baht 0.50 per share. Paid-up capital was Baht 272,865,637.50, representing 545,731,275 shares. The total number of shareholders is 5,440. At present, there were total of 38 shareholders attending the meeting, with 10 shareholders presenting in person and 28 shareholders by proxies, collectively held 307,951,191 shares or 56.43% of total shares with voting right which constituted a quorum required under the Company’s Articles of Association. The Chairman then declared the 2023 Annual General Meeting of Shareholders open.

The Chairman introduced directors and executives of the Company attending the meeting as follows:

Attending Directors (100% of directors attending the meeting)

- | | |
|-----------------------------|---|
| 1. Mrs. Chintana Boonyarat | Chairman of the Board of Directors |
| 2. Ms. Roongchat Boonyarat | Director, and Chairman of the Executive Committee |
| 3. Mr. Pichai Chirativat | Director and Executive Committee |
| | (The participants are attending the meeting online due to the COVID risk.) |
| 4. Mr. Kitti Vilaivarangkul | Director and Executive Committee |
| 5. Mr. Arin Jira | Independent Director and Chairman of the Audit Committee, the first proxy holder for shareholders |
| 6. Ms. Nart Fongsmut | Independent Director and Chairman of the Nomination and Remuneration Committee. |
| 7. Mr. Arnant Maiphum | Independent Director, the second proxy holder for shareholders |

Executives

- | | |
|-----------------------------------|---|
| 1. Mr. Rajdev Narula | Chief Executive Officer |
| 2. Mrs. Patnaree Sirilerdworakarn | Chief Financial Officer |
| 3. Mr. Paitoon Eiamsirikulmit | Vice President, Corporate Affairs and Company Secretary |

In addition, there were more attendants including Mr. Suvitcha Natiwiwat, a Legal Advisor from Banchong and Vidhya Law Office Limited, Ms. Kochakorn Pongsanvipha from EY Office Limited; the Company's auditor, and Mr. Somkiat Tangwongpimook, Shareholders' Right Protection Volunteer who was a representative from Thai Investor Association, were witnessing the meeting. Furthermore, the Chairman invited 2 shareholder representatives to observe the vote counting at the ballot point namely 1. Mrs. Budsaba Nitithothin, 2. Mrs. Benjamaporn Hongaram.

Before entering the meeting agendas to comply with the policy of the Stock Exchange of Thailand and the requirements of the Ministry of Commerce, the Chairman assigned Mr. Paitoon Eiamsirikulmit, Company Secretary to give a description of the voting instruction which would use the Barcode System. All aspects for shareholders and proxy holders as well as method of counting votes whose resolution of each agenda would be shown on screen to the meeting. The Company had invited shareholders to propose AGM agendas and nominate directors in advance on the Company's website during 7 November 2022 – 16 January 2023 and opened for questions submission in relation to the AGM agendas in advance via the Company's website or sent by post during 24 March 2023 - 20 April 2023. But no shareholder proposed an agenda, List of directors and questions to the company.

Thus, all procedures were conducted in compliance with rules, regulations, and conditions of the Public Company Act, the Stock Exchange of Thailand, and the Securities and Exchange Commission, in all aspects as well as in accordance with the AGM checklist guidelines provided by Thai Investors Association. The company keeps a video record of meetings, serving as a tool for improved management of meetings and for the creation of meeting reports.

The chairman would like to thank the shareholders, the board of directors, the management, and all staff who participated in this meeting. He has informed the meeting about the situation. In 2022, we had to face two important issues: the COVID-19 pandemic and the escalating trade war between the United States and China. There were also new situations that impacted the global economy, such as the Russia-Ukraine war that broke out abruptly in the first quarter of 2022, which quickly led to higher energy prices. These factors were the main drivers of the economic downturn and created a global recession, causing many countries to announce higher interest rates. All of these factors have led to an increase in the cost of raw materials and transportation for every company, including our company. This has had an impact on sales and the expenses of the company and its subsidiaries. These important situations have been obstacles to our business operations and financial performance.

However, towards the end of the year, the situation in various aspects has shown signs of improvement. There are indications of stabilization and some decrease in prices of consumer goods, energy, and raw materials. There is an increase in both domestic and international travel, which has stimulated the economy and tourism industry. This has resulted in normal spending patterns in various sectors, including hotels, restaurants, and retail businesses. This can be seen from the sales volume and the significant growth of food service channels. Compared to the past two years, the company has focused on growing both its product manufacturing business and outsourcing production. Details will be presented in the upcoming relevant meetings.

The two important events that happened in 2022 are as follows:

1. The company expanded its business structure by acquiring 97.73 % of the issued and outstanding shares of ABICO Holdings Public Company Limited, which was previously the largest shareholder of the company. The company's main business is contract manufacturing of beverages and processed dairy products. The restructuring has been completed and it is expected that the integration of businesses under the same group of companies will bring various benefits (Synergy) to enhance competitiveness, including:
 - Becoming a one-stop service provider for packaged beverages (One stop service provider)
 - Improving and enhancing production efficiency
 - Reducing redundant work processes and costs of both companies
 - Exchanging knowledge between companies to improve operations
 - Increasing negotiation power in trade
 - Strengthening financial performance and liquidity in business operations
 - Increasing liquidity of securities and investor attractiveness

In addition, the business operations of both companies will be clearly defined and united under the same group of shareholders. The board of directors and executives will guide the group's business operations in the same direction, with a clear goal of benefiting all shareholders.

2. The appointment of a new CEO, Mr. Rajdev Narula, took effect on November 26, 2022, in order to enable the company to adapt to market conditions, achieve rapid growth, and find a new S-curve for the company. Mr. Rajdev is an outstanding candidate with exceptional qualifications, knowledge, and experience in various fields of direct and indirect beverage industries, both domestically and internationally. The board of directors is confident in Mr. Rajdev's ability to lead the company's transformation and brand-building efforts, which are aligned with the company's direction of focusing on strengthening the "Malee" brand for sustainable business growth.

Subsequently, the chairman conducted a meeting according to the agenda as notified in the invitation letter for the annual shareholders' meeting for the year 2023 as follows:

Agenda 1 **Confirmation of the Minutes of the 2022 Annual General Meeting of Shareholders**

The Chairman proposed the minutes of the Annual General Meeting of Shareholders 2022, held on 27 April 2022 to the meeting and declared that the Company had made the report on the minutes of the 2022 AGM as well as submitting the copy of such minutes to all shareholders, together with the invitation letter to the meeting. The Chairman then asked the meeting to confirm the minutes of the 2022 AGM.

By resolution of the meeting, this agenda required majority of votes of the shareholders attending the meeting and having the right to cast their votes.

Resolution

After consideration, the meeting unanimously resolved to certify the minutes of the 2022 Annual General Meeting of shareholders, with the voting results as follows:

	No. of votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	383,283,531	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	-
Total (41 Shareholders)	383,283,531	100.00

Remarks: There are three additional registered shareholders.

Agenda 2**Acknowledgement of the report on the Company's operating results for the year 2022**

The Chairman assigned Mr. Rajdev Narula, Chief Executive Officer to report the Company's significant changes during 2022 to the meeting.

Mr. Rajdev Narula reported the Company's major performance in 2022 as follows:

According to the information provided by the chairman, there are three important issues that have affected the economy. Here is a brief summary of their impact on the company:

1. The COVID-19 outbreak has posed a risk to the company's operations, and thus the company has prepared and strengthened its workforce in all departments. Ensuring the safety of employees and their participation in preventing the spread of the virus is a top priority. The company has also tightened access to outsiders who are not necessary to enter the factory and office area. Additionally, a Business Continuity Plan (BCP) has been developed to prepare for potential disruptions.

In terms of sales, the situation has improved since the COVID-19 situation eased in 2022, and the company's sales both domestically and internationally have increased. However, consumer spending has not yet returned to pre-COVID levels. Towards the end of 2022, the government allowed foreign tourists to return to the country, which has stimulated the economy and the tourism industry. The number of tourists, which was close to 40 million people before the pandemic, has gradually increased. However, it has not yet reached the level before COVID-19. In 2021, the tourism industry suffered significantly, including hotels, restaurants, and businesses. But now, things have started to improve.

2. The war between countries does not have much impact on the company, as the company can still grow in exports.

3. The Russia-Ukraine War, which occurred in the first quarter of 2023, has had a significant impact on the global economy, causing energy prices to skyrocket rapidly. This is a major factor affecting the economy and causing inflation worldwide, resulting in many countries announcing higher interest rates. All of these factors have led to an increase in the cost of raw materials and transportation, which has impacted sales and expenses for the company and its subsidiaries.

Over the past year, the company has taken advantage of this time to prepare for the upcoming economic recovery. The company has developed its personnel and improved its machinery throughout. They have managed costs and expenses and aggressively reduced them. They have also streamlined their work processes to work more efficiently, pursued new customers consistently, and focused on cash flow management. The company has also seized the opportunity to prepare for the economic recovery by expanding its business group structure through the acquisition of 97.73% of the company's outstanding and sold shares of the largest shareholder of the company, ABICO Holdings Public Company Limited, which was previously the main business of the company in manufacturing beverages and dairy products with a good quality system in the regional level, and had large customers in many countries, resulting in more synergy among the group of companies. This has resulted in a business model that combines organizational capabilities, personnel, and technology to increase work efficiency, reduce total costs, and increase profits.

In addition, the company also participates in assisting the public in the country, such as donating goods to various charitable organizations throughout the year. There is also another portion of donated goods that are of good quality but cannot be sold due to trade conditions, which would normally have to be disposed of. The amount of such goods is approximately 179,499 kilograms, equivalent to about 750,000 meals. The company also donates packaging boxes for recycling, amounting to about 36,000 kilograms, which together can help reduce the amount of carbon emissions that would have been generated if the food was disposed of, and also in the disposal of packaging boxes (CO₂e or CO₂ equivalence), totaling 559,225 kilograms.

In terms of important changes in 2022:

- In April, during the 2022 Annual General Meeting of Shareholders, the following resolutions were approved:
 1. A plan to adjust the company's shareholding structure and management.
 2. An increase in registered capital from THB 138 million to THB 276 million by issuing 276,000,000 new ordinary shares with a par value of THB 0.50 per share.
 3. The allocation of additional ordinary shares to the shareholders of Abico Holdings Public Company Limited who accepted the offer to exchange their shares in the

ratio of 1.12930899 Malee shares for 1 ABICO share with a par value of THB 1 per share, in order to delist ABICO shares from the Market for Alternative Investment (mai).

- In May, the company registered an increase in registered capital from 138 million baht to 276 million baht with the Department of Business Development, Ministry of Commerce.
- In October, the company received a CG Scoring evaluation score of 5 symbols, which is the highest level for the fourth consecutive year from the National Corporate Governance Committee and the Thai Institute of Directors (IOD).
- In November, the company appointed Mr. Rajdev Narula as the new CEO.
- In December, the company acquired 238,846,657 shares, accounting for 97.73%, of Abico Holdings Public Company Limited and allocated ordinary shares to ABICO's shareholders who accepted the share purchase proposal. After the acquisition, the company's subsidiaries increased from 9 to 13, which include:
 - Abico Holdings Public Company Limited, which invests in other businesses such as agriculture, beverage production, and dairy products.
 - Abico Dairy Farm Company Limited, which operates contract manufacturing for UHT milk, pasture-raised milk, and juice.
 - PPO Farm Company Limited, which operates a dairy farm business to produce and distribute milk products.
 - Abico Land Company Limited, engages in real estate development, leasing, and building services.

For the Company 2022 financial performance, Mrs. Patnaree Sirilerdworakarn, Chief Financial Officer would report to the meeting as follows:

Revenue:

- Following the merger with ABICO on December 15, 2022, the company and its subsidiaries' total sales increased by 16% YoY to 6,537 million baht. The details are as follows:
 - Sales from the Brand business in the country increased by 16% YoY, driven by the overall fruit market adjusting to an 8% YoY increase. This is consistent with the overall economic situation in the country, as the COVID-19 situation improved in 2022, leading to life returning to normal and an increase in tourist arrivals. This resulted in increased sales from the Food Service channel, including hotels, schools, airlines, restaurants, as well as 7-11 and CVS.
 - Sales from the Brand business in foreign countries increased by 29% YoY, driven by an increase in sales in existing markets and expanding to new markets.
 - Sales from the Contract Manufacturing Business (CMG) increased by 13% YoY due to the easing of the COVID-19 situation, resulting in customers returning to order more products.

Net profit (loss):

- The company and its subsidiaries incurred a net loss of 210 million baht, compared to a net loss of 114 million baht in the previous year. This was due to an increase in product costs for all items, such as raw materials, packaging, utilities, and transportation, resulting from the increased oil prices. However, this increased loss was also due to one-time expenses, such as the cost of restructuring the business to merge with Abico Holdings Public Company Limited, compensation for employees from changing hiring practices, the write-off of trademarks of a subsidiary in Vietnam, and the reversal of deferred tax liabilities. These expenses totaled 120 million baht and were non-cash items.

Therefore, for the year 2022, after excluding the one-time expenses, the company and its subsidiaries incurred a net loss of 90 million baht. This was an improvement of 21% YoY, as the net loss decreased compared to the previous year's net loss of 114 million baht, indicating better operational performance.

Financial Status of the Company**Assets**

As of December 31, 2022, the company and its subsidiaries had total assets of 5,619 million baht, an increase of 2.0% from 5,506 million baht as of December 31, 2021. The main factors contributing to this increase were an increase in trade receivables and inventory due to the company's improved sales performance and sales promotion campaigns in the fourth quarter, which required stocking up on goods and raw materials, as well as a decrease in cash and cash equivalents and equivalents.

Liabilities

As of December 31, 2022, the company and its subsidiaries had total liabilities of 4,122 million baht, an increase of 4.0% from 3,963 million baht as of December 31, 2021. The main factors contributing to this increase were an increase in trade payables and a decrease in prepayments for goods, long-term liabilities due within one year, and lease liabilities.

Shareholders' Equity

As of December 31, 2022, the company and its subsidiaries had total shareholders' equity of 1,412 million baht, a decrease of 1.4% from 1,432 million baht as of December 31, 2021. The main reason for this decrease was the loss incurred by the company in 2022.

Mr. Paitoon reported the progress of the Thai Private Sector Collective Action against Corruption (CAC) program, as follows:

The company places great importance on good corporate governance, and combating corruption is one of its key policies. The company requires all executives and employees to adhere to this policy. Since joining the CAC project, the company has made progress in combating corruption. It has promoted knowledge about anti-corruption and provided regular training to executives and employees. The company has also increased channels for communication, including the use of signage in various locations, Intramart systems, and TV screens that are easily accessible to employees. The company has also established additional channels for reporting complaints, which cover the entire organization. Furthermore, the company has been certified to extend its membership with the Thai private sector anti-corruption network (CAC) for another 3 years until March 2024.

The progress made in 2022 is as follows:

1. The company has merged with subsidiary company Malee International Limited to form a joint venture called CAC and has been certified as a member of another company on March 31, 2023.
2. The company conducted a knowledge test for executives and employees in 2022 and the passing score was set at no less than 90%. The test results showed that everyone passed.

The company has conducted an annual assessment of corruption risk in the audit plan process since 2563 and no instances of corruption in the process have been found.

3. Since 2563, the company has communicated and disseminated this issue to all suppliers, for example, through the company's email signature, announcing the No Gift Policy, which means refraining from accepting gifts and other benefits, through letters and the company's website. The company has also provided basic training for partners on ethics and measures to combat corporate corruption, and has invited suppliers to join in announcing their stance against corporate corruption in order to expand the CAC network. The company has received cooperation from almost all suppliers in announcing their stance against corporate corruption, which is considered an important step in developing Corporate Governance standards.

All of this is aimed at promoting transparency and building sustainable management practices for the company. Opposing corruption is a key issue that has resulted in the company receiving the highest 5-star or excellent rating for corporate governance.

Mr. Rajdev has provided additional details on the company's future plans, as follows:

In the past 6 months, the management team has held meetings to determine the company purpose or the company's goals for future business operations. The conclusion was that the company's purpose is to promote transparency and build sustainable management practices.

***“Malee helping people become healthier & happier everyday through
the power of plant and dairy”***

Regarding the mission: the team aims to create sustainable profit growth by increasing the sales of Mali brand products by 2 times compared to the growth of contract manufacturing sales. The strategies to achieve this include:

1. For Malee brand products: Focus on increasing sales volume in the target market using marketing and sales strategies based on the 4 pillars of commerce:
 - Mental Availability: ensuring that consumers can remember and associate the company's products and brand.
 - Physical Availability: improving the efficiency of product distribution and increasing product recognition at point of sale.
 - Relevant Portfolio: focusing on the growth and profitability of Hero SKUs throughout the business cycle while also planning to enter larger new product markets.
 - Improved Customer Preference: optimizing product management and improving relationships with customers at point of sale to increase sales.
2. For contract manufacturing: Increase core customers and set a goal to maintain a minimum initial profit rate.
3. For all 3 factories (Sampran Plant, Pakchong Plant, Vietnam Plant): Implement systematic accounting and digital systems to increase the efficiency of production in all 3 factories.
4. Improving efficiency and effectiveness of the organization:
 - Drive cost savings throughout the year through:
 1. Improved production efficiency.
 2. Negotiating better prices with suppliers.
 3. VICO: maintaining the same quality of products at reduced costs.
 - Adjust cash flow by accurately forecasting and reducing the number of days of raw material and finished goods inventory.
 - Adjust the process of creating new products to align with clear business criteria and consumer needs.
 - Bring Malee Apparels Co., Ltd. into the food and beverage innovation laboratory.
 - Use the concept of "1 Company, 1 Team, 1 Goal" by creating a culture that:

1. Is driven by purpose and inspiration aligned with the company's goal to promote good health and happiness for people every day through the power of plants and milk.
2. Aims for victory through competition outside the company.
3. Empowers the team to make decisions with an ownership mindset.

This agenda was only for acknowledgment, no voting required.

Resolution **The meeting acknowledged the operation results for the year 2022.**

Agenda 3 **Approval of the Company's audited financial statements for the year ended 31 December 2022.**

The Chairman declared to the meeting that the Board of Directors had provided the statements of financial position and the statements of income for the year ended 31 December 2022, audited by the auditor and reviewed by the Audit Committee. The auditor expressed an unmodified opinion on the Company's financial statements and had an opinion that the statements presented fairly, in all material respects in accordance with Thai Financial Reporting Standard. Details were as appeared in the 2022 Annual Report sent to all shareholders, together with the invitation letter to the meeting. All details were earlier reported in agenda 2. Then, the Company's audited financial statements were proposed to the meeting for consideration.

By resolution of the meeting, this agenda required majority of votes of the shareholders attending the meeting and having the rights to cast their votes.

Resolution **After consideration, the meeting unanimously resolved to approve the financial statements for the year ended 31 December 2022 audited and certified by the auditor, with the voting results as follows:**

	No. of votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	383,326,941	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	-
Total (49 Shareholders)	383,326,941	100.00

Remarks: There are eight additional registered shareholders.

Agenda 4 **Approval of the omission of dividend payment from operating results for the year 2022**

Mr. Paitoon declared to the meeting that according to the Company's policy to pay dividend at the rate of not less than 30% of the net profit from normal operation according to consolidated financial statements after deduction of tax revenue and legal reserve. However, actual payments would be depending on company's cash flow, the Company's investment plan and its associates as well as other necessities or appropriateness in the future.

According to the Company operating results for the year ended 31 December 2022, the Company and its subsidiaries had net loss Baht 210 million equivalent per share of Baht 0.73. The Board of Directors deemed it appropriate to propose to the meeting of shareholders to approve the omission of dividend payment from the Company's operating loss ended 31 December 2022, according to the Company's dividend policy.

In the past, the Company had paid the dividend according to the policy as follows:

- 2020 Omission of dividend payment from the Company's operating loss.
- 2021 Omission of dividend payment from the Company's operating loss.
- 2022 Propose the omission of dividend payment from the Company's operating loss.

By resolution of the meeting, this agenda required majority of votes of the shareholders attending the meeting and having the right to cast their votes.

Resolution

After consideration, the meeting unanimously resolved to approve the omission of dividend payment from the Company's operation results for the year 2022 as proposed by the Chairman with the voting results as follows:

	No. of votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	383,326,941	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	-
Total (49 Shareholders)	383,326,941	100.00

Agenda 5

Approval of the reappointment of the Company's directors who retired by rotation for the year 2023

The Chairman declared to the meeting that pursuant to the Public Company Act B.E. 2535 and the the Company's Articles of Association stated that in each Annual General Meeting, one third of the directors must retire. The directors who had the longest term must retire by rotation. The retired directors may be re-elected. In this Annual General Meeting of Shareholders 2023, there were 2 directors whose term was due as follows:

1. **Mr. Kitti Vilaivarangkul** **Director**

2. Mrs. Nart Fongsmut**Independent Director**

Before proposing the names of directors to the meeting for consideration and approval, The Chairman asked the proposed directors to leave the meeting room, in order that the shareholders exercise their discretion and vote freely individually.

The Company had invited shareholders to nominate candidate(s) to be elected as the Company's directors(s) in advance via the Company's website during 7 November 2022 - 16 January 2023, but there was no shareholder proposing nominated candidate(s).

The Nomination and Remuneration Committee excluding director who has conflict of interest has considered each qualified person who was qualified as stipulated by law and the SEC, with knowledge, competence, and experience in several professional areas related to the Company's business and will benefit and enhance the Company's value as well as capability to support and enhance the Company's good corporate governance principles.

The Nomination and Remuneration Committee proposed the nominated directors as below for the meeting's consideration, to be re-elected as a director for another term. All nominated directors' biography already had been sent to shareholders for consideration in advance, together with the invitation letter to the meeting.

1. Mr. Kitti Vilaivarangkul**Director****2. Mr. Win Panitvong****Independent Director**

Number of shares held by the nominated directors:

Name of the persons nominated as directors	Number of shares held	Voting Rights
1. Mr. Kitti Vilaivarangkul	None	None
2. Mr. Win Panitvong	None	None

By resolution of the meeting, this agenda required majority of votes of the shareholders attending the meeting and having the right to cast their votes.

Resolution

After consideration, the meeting unanimously resolved to approve the re-appointment of each director individually with the resolutions as follows:

5.1 Mr. Kitti Vilaivarangkul was appointed as a director for another term.

	No. of votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	383,326,941	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	-
Total (49 Shareholders)	383,326,941	100.00

5.2 Mr. Win Panitvong was appointed as an independent director for another term.

	No. of votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	383,326,941	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	-
Total (49 Shareholders)	383,326,941	100.00

Agenda 6 To approve the appointment of additional director

The chairman announced that due to the restructuring of the shareholder structure and management, the company has merged with the group of companies, Abico Holdings Co., Ltd., in late 2022. This has led to significant growth for the company, and future business operations will become even more complex. The board of directors, excluding those who have a vested interest in this agenda, carefully considered and proposed to the shareholders' meeting to appoint one additional director, increasing the number from the original seven to eight directors.

Before proposing the names of directors to the meeting for consideration and approval, The Chairman asked the proposed directors to leave the meeting room, in order that the shareholders exercise their discretion and vote freely individually.

The company has provided an opportunity for shareholders to nominate individuals whom they deem suitable and have no disqualifications to be considered for election as directors based on the criteria disclosed on the company's website from November 7, 2022 to January 16, 2023. However, no one has submitted any nominations for consideration.

The nominating committee, excluding those who have a vested interest in this agenda, has reviewed the candidates and identified those who possess the qualifications required by law and the Securities and Exchange Commission, possess knowledge, expertise, and diversified experiences that would be beneficial and add value to the company, and have the characteristics that support and promote good corporate governance. Therefore, the nominating committee proposes the appointment of Mr. Chaichat Boonyarat as a new director for shareholders to consider at the meeting. The biography and experience of the nominated person have been sent to all shareholders along with the invitation letter.

The nominated director's shareholding information:

The nominated director	Shareholding	Rights to vote
1. Mr. Chaichat Boonyarat	69,467,450	69,467,450

By resolution of the meeting, this agenda required majority of votes of the shareholders attending the meeting and having the right to cast their votes.

Resolution After consideration, the meeting unanimously resolved vote to approve to increase the number of committee members from 7 to 8, and appoint a new committee member, Mr. Chaichat Boonyarat, as proposed by the nominating and remuneration committee, with the following voting results.

	No. of votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	383,326,941	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	-
Total (49 Shareholders)	383,326,941	100.00

Agenda 7 Approval of the determination of directors' remuneration for the year 2023

The Chairman declared that the Nomination and Remuneration Committee Meeting Year 2023 considered the remuneration of directors for the year 2023 based on the comparison to other listed companies in the same industry and similar size in the stock exchange of Thailand, and it was agreed that the remuneration rate should remain at the same as the previous years which was not exceeding Baht 10,000,000. The basic remuneration of directors was proposed for the meeting's consideration, as shown in the table below.

Description	Year 2022		Year 2023 (Propose)	
	Meeting Allowance (Baht)	Quarterly Allowance (Baht)	Meeting Allowance (Baht)	Quarterly Allowance (Baht)
Board Committee				
- Chairman	20,000	60,000	20,000	60,000
- Member	10,000	40,000	10,000	40,000
Executive Committee				
- Chairman	20,000	60,000	20,000	60,000
- Member	10,000	30,000	10,000	30,000

Audit Committee				
- Chairman	20,000	45,000	20,000	45,000
- Member	10,000	35,000	10,000	35,000
Risk Management Committee				
- Chairman	20,000	-	20,000	-
- Member	10,000	-	10,000	-
Nomination and Remuneration Committee				
- Chairman	20,000	-	20,000	-
- Member	10,000	-	10,000	-
The remuneration and other benefits excluding with meeting allowances and quarterly allowances.	Only the Chairman of Board of Director who has positioning car		Only the Chairman of Board of Director and the Chairman of the Executive Committee who has positioning car	

By resolution of the meeting, this agenda required no less than two-thirds of votes of the shareholders attending the meeting and having the right to cast their votes.

Resolution After consideration, the meeting unanimously resolved vote to approve the remuneration rate of directors for the year 2023 to remain at the same rate as the previous year which was not exceeding Baht 10,000,000, with the voting results as follows:

	No. of votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	383,326,941	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	-
Total (49 Shareholders)	383,326,941	100.00

Agenda 8 Approval of the appointment of auditors as well as determining the audit fee for the year 2023

Mr. Paitoon declared to the meeting that to comply with the Public Company Act B.E. 2535 requiring the Annual General Meeting of Shareholders to appoint the auditors and determine the audit fees.

According to the Board of Directors' Meeting No. 1/2023 held on 27 February 2023, it resolved to propose the shareholders' meeting to approve the appointment of Ms. Sutthirak Fakon, Certified Public Accountant No. 7712 and/or Mr. Chatchai Kasemsrithanawat,

Certified Public Accountant No. 5813 and/or Mr. Preecha Arunnara, Certified Public Accountant No. 5800 from EY Office Limited approved by the Office of Securities and Exchange Commission, to be the new auditors of the Company and its subsidiaries for the year 2023 with audit fee of not exceeding Baht 2,650,000 for the Company and not exceeding Baht 3,000,000 for the Company's subsidiaries. Total fees would not exceed Baht 5,650,000, excluding out-of-pocket expenses i.e. upcountry travelling expenses, etc.

The aforementioned proposed auditors did not have any relationship or interests with the Company, executives, major shareholders as well as their affiliates.

The comparison of audit fee between 2020 and 2021:

Remuneration	2022	2023 (Propose)
1. Audit Fee of the Company	Baht 2,450,000	Baht 2,650,000
2. Other Fees	-	-

By resolution of the meeting, this agenda required majority of votes of the shareholders attending the meeting and having the right to cast their votes.

Resolution

After consideration, the meeting unanimously resolved to approve the appointment of Ms. Sutthirak Fakon, Certified Public Accountant No. 7712 and/or Mr. Chatchai Kasemsrithanawat, Certified Public Accountant No. 5813 and/or Mr. Preecha Arunnara, Certified Public Accountant No. 5800 from EY Office Limited approved by the Office of Securities and Exchange Commission, to be the new auditors of the Company and its subsidiaries for the year 2023 with audit fee of not exceeding Baht 2,650,000 for the Company and not exceeding Baht 3,000,000 for the Company's subsidiaries. Total fees would not exceed Baht 5,650,000, excluding out-of-pocket expenses i.e. upcountry travelling expenses, etc. with the voting results as follows:

	No. of votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	383,326,941	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	-
Total (49 Shareholders)	383,326,941	100.00

Agenda 9

Other matters (if any)

-None-

The Chairman informed that the meeting completed all of the agendas. The Company opened up an opportunity for shareholders to send questions in advance during 24 March 2023 to 20 April 2023 and there were no questions submitted.

No shareholders had proposed additional matters. The Chairman then thanked all shareholders who attended the 2023 annual general meeting of shareholders and closed the meeting.

The meeting was adjourned at 02:30 p.m.

-- Signed --

(Mrs. Chintana Boonyarat)

The Chairman of the Meeting

**Proxy Form A
(General Form)**

Affix
20
Baht
duty

Written at.....

Date..... / /

(1) I/We.....Nationality.....
Residing at No.Road.....Tambol/Kwaeng.....
Amphoe/Khet.....Province.....Post Code.....

(2) Being a shareholder of**Malee Group Public Company Limited**.....
Holding.....share(s) and shall hold.....number of vote(s)
Ordinary share.....share(s) and shall hold.....number of vote(s)

(3) Hereby appoint

- ☐ (1) Name.....age.....years
Residing at No.....Road..... Tambol/Kwaeng.....
Amphoe/KhetProvince.....Post Code..... or
- ☐ (2) Name..... **Mr. Arnant Maiphum**age.....76.....years
Residing at No. 50/933 Moo 6 Tambol/Kwaeng... Ban Mai....Amphoe/Khet Pak Kret..
Province... Nonthaburi Post Code...11120.....or
- ☐ (3) Name..... **Mr. Win Panitvong**age.....43.....years
Residing at No. 33 Soi Prachanimit1 Pradipat Road, PhayaThai Sub-District, PhayaThai
District , Province ...Bangkok... Post Code...10404....

Only one proxy to be my/our proxy to attend and vote on my / our behalf at the 2024 Annual General Meeting of Shareholders will be held on Thursday 25 April 2024, time 01:30 pm. at Cafeteria Room 1st Floor, Rangsit Office Building which is located at No. 401/1 Moo.8 Phaholyothin Road, Kukot, Lam Lukka, Pathumthani, 12130 Thailand or at any adjournment including other format of meeting thereof.

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

Signed.....Appointer
(.....)

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

Signed..... Proxy holder
(.....**Mr. Arnant Maiphum**.....)

Signed.....Proxy holder
(.....**Mr. Win Panitvong**)

Remarks: A shareholder shall make a proxy to only one proxy holder to attend and vote at the meeting. She/He cannot split her/his shares and assign to several proxies in order to obtain several proxy holders to vote for him/her in a meeting.

Proxy Form B
Specifying Various Particulars for Authorization Containing Clear and Concise Details

Affix 20 Baht Duty

Place

Date..... / /

(1) I/We.....Nationality.....
 Residing at No.Road.....Tambol/Kwaeng.....
 Amphoe/Khet.....Province.....Post Code.....

(2) Being a shareholder of Malee Group Public Company Limited.....
 Holding.....share(s) and shall hold.....number of vote(s)
 Ordinary share.....share(s) and shall hold.....number of vote(s)

(3) Hereby appoint

- ☐ (1) Name.....age.....years
 Residing at No.....Road..... Tambol/Kwaeng.....
 Amphoe/KhetProvince.....Post Code.....
- ☐ (2) Name..... **Mr. Arnant Maiphum**age.....76.....years
 Residing at No. 50/933 Moo 6 Tambol/Kwaeng... Ban Mai....Amphoe/Khet Pak Kret..
 Province... Nonthaburi Post Code...11120..... or
- ☐ (3) Name..... **Mr. Win Panitvong**age.....43.....years
 Residing at No. 33 Soi Prachanimit1 Pradipat Road, PhayaThai Sub-District, PhayaThai
 District , Province ...Bangkok... Post Code...10404....

Only one proxy to be my/our proxy to attend and vote on my / our behalf at the 2024 Annual General Meeting of Shareholders will be held on Thursday 25 April 2024, time 01:30 pm. at Cafeteria Room 1st Floor, Rangsit Office Building which is located at No. 401/1 Moo.8 Phaholyothin Road, Kukot, Lam Luk Ka, Pathumthani, 12130, Thailand or at any adjournment including other format of meeting thereof.

(4) I hereby appoint the proxy holder to vote on my / our behalf at this meeting as follows:

1st Agenda To certify the Minutes of the 2023 Annual General Meeting of Shareholders

- ☐ (A) appoint the proxy holder to have right to consider and vote on my / our behalf as he/she deems appropriate
- ☐ (B) appoint the proxy holder to vote as per my / our intentions as follows:
☐ Approve ☐ Disapprove ☐ Abstain

2nd Agenda To acknowledge the report on the Company's operating results for the year 2023

3rd Agenda To approve the Company's audited financial statements for the year ended 31 December 2023

- ☐ (A) appoint the proxy holder to have right to consider and vote on my / our behalf as he/she deems appropriate
- ☐ (B) appoint the proxy holder to vote as per my / our intentions as follows:
☐ Approve ☐ Disapprove ☐ Abstain

4th Agenda To approve the omission of dividend payment for the year 2023

- ☐ (A) appoint the proxy holder to have right to consider and vote on my / our behalf as he/she deems appropriate
- ☐ (B) appoint the proxy holder to vote as per my / our intentions as follows:
☐ Approve ☐ Disapprove ☐ Abstain

5th Agenda To approve the appointment of the Company's directors who will retire by rotation in 2024

- ☐ (A) appoint the proxy holder to have right to consider and vote on my / our behalf as he/she deems appropriate

☐ (B) appoint the proxy holder to vote as per my / our intentions as follows:

☐ **Appointment of each director individually**

Name of Director **[1] Mrs. Chintana Boonyarat**

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director **[2] Mr. Pichai Chirathivat**

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director **[3] Mr. Arin Jira**

☐ Approve

☐ Disapprove

☐ Abstain

6th Agenda To approve the determination of director's remuneration for the year 2024

☐ (A) appoint the proxy holder to have right to consider and vote on my / our behalf as he/she deems appropriate

☐ (B) appoint the proxy holder to vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

7th Agenda To approve the appointment of auditors as well as determining their remuneration for the year 2024

☐ (A) appoint the proxy holder to have right to consider and vote on my / our behalf as he/she deems appropriate

☐ (B) appoint the proxy holder to vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

8th Agenda To consider other businesses (if any)

☐ (A) appoint the proxy holder to have right to consider and vote on my / our behalf as he/she deems appropriate

☐ (B) appoint the proxy holder to vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In the case that I do not specify my / our intentions to vote for any Agenda, or have not clearly specified my / our intentions, or in the case that the meeting considers or resolves other matters which are not included in the Agenda above, including any change or increase of any information, the proxy holder shall have the right to consider and give resolution on my / our behalf as deemed appropriate.

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

Signed.....Appointer
(.....)

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

Signed..... Proxy holder
(.....**Mr. Arnant Maiphum**.....)

Signed.....Proxy holder
(.....**Mr. Win Panitvong**.....)

Remarks:

1. A shareholder shall make a proxy to only one proxy holder to attend and vote at the meeting. She/He cannot split his/her shares and assign to several proxies in order to obtain several proxy holders to vote for him/her in a meeting.
2. The Agenda relating to election of directors shall be voted for election by the group of directors or individual directors
3. In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of Malee Group Public Company Limited

For the Annual General Meeting of Shareholders for the year 2024 on Thursday 25 April 2024, time 01:30 pm. at Cafeteria Room 1st Floor, Rangsit Office Building which is located at No. 401/1 Moo.8 Phaholyothin Road, Kukot, Lam Luk Ka, Pathumthani, 12130. Thailand or at any adjournment including other format of meeting thereof.

Agenda.....Re:

☐ (A) appoint the proxy holder to have right to consider and vote on my / our behalf as he/she deems appropriate

☐ (B) appoint the proxy holder to vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda.....Re:

☐ (A) appoint the proxy holder to have right to consider and vote on my / our behalf as he/she deems appropriate

☐ (B) appoint the proxy holder to vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda.....Re:

☐ (A) appoint the proxy holder to have right to consider and vote on my / our behalf as he/she deems appropriate

☐ (B) appoint the proxy holder to vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda.....Re:

☐ (A) appoint the proxy holder to have right to consider and vote on my / our behalf as he/she deems appropriate

☐ (B) appoint the proxy holder to vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

แบบหนังสือมอบฉันทะแบบ ค.

Form of Proxy, Form C

แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน
(Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น

**This form is for the purpose where a shareholder is a foreign investor who appointed
Custodian in Thailand to be share depository**

Affix
20
Baht
duty

เขียนที่ _____
Written at _____
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า I /We _____ สัญชาติ / Nationality _____

ที่อยู่ Address: _____

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____
ซึ่งเป็นผู้ถือหุ้นของ **บริษัท มาลิกรूप จำกัด (มหาชน)**
as an operator in the business of the custodian for a shareholder of **Malee Group Public Company
Limited**

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
holding total of _____ common shares and having _____ votes

(2) ขอมอบฉันทะให้ hereby authorize

(1) นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. /Miss Age year(s)
ที่อยู่ _____ หรือ
Address or

(2) นาย / นาง / นางสาว _____ นายอานันท์ ไม้พุ่ม _____ อายุ _____ 76 _____ ปี
Mr. / Mrs. /Miss **Mr. Arnant Maiphum** Age 76 year(s)
ที่อยู่ บ้านเลขที่ 50/933 หมู่ที่ 6 ตำบลบ้านใหม่ อำเภอกำแพงแสน จังหวัดนครปฐม 11120 หรือ
Address 50/933 Moo 6 Ban Mai, Pak Kret, Province Nonthaburi 11120 or

(3) นาย / นาง / นางสาว _____ นายวิรัตน์ ผาณิตวงศ์ _____ อายุ _____ 43 _____ ปี
Mr. / Mrs. /Miss **Mr. Win Panitvong** Age 43 year(s)
ที่อยู่ บ้านเลขที่ 33 ซอยประจักษ์มิตร 1 ถนนประดิพัทธ์ แขวงพญาไท เขตพญาไท กรุงเทพฯ 10404
Address 33 Soi Prachanimit1 Pradipat Road, PhayaThai Sub-District, PhayaThai District ,Bangkok 10404

หมายเหตุ : นายอานันท์ ไม้พุ่ม และ นายวิรัตน์ ผาณิตวงศ์ กรรมการอิสระ ไม่มีส่วนได้เสียพิเศษในวาระการประชุม
Remark: Mr. Arnant Maiphum and Mr. Win Panitvong,the independent directors have no special
interest in the agenda of the meeting.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้า ใน
การประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 13.30 น. ณ ห้องคาเฟ่ที่เรียน ชั้น 1
อาคารสำนักงานรังสิต เลขที่ 401/1 หมู่ 8 ถนนพหลโยธิน ตำบลคูคต อำเภอลำลูกกา จังหวัดปทุมธานี 12130 หรือที่
จะพึงเลื่อนไปในวัน เวลา สถานที่และรูปแบบการจัดประชุมอื่นด้วย

Only one of them to be my attorney for attending the meeting and voting on my behalf in the
Annual General Shareholder Meeting for year 2024 on Thursday 25 April 2024 time 01.30 pm. at Cafeteria
Room 1st Floor, Rangsit Office Building No. 401/1 Moo 8 Phaholyothin Road, Kukot, Lam Luk Ka,
Pathumthani 12130 or at any adjournment including other format of meeting thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I hereby authorize my attorney for voting on my behalf in this meeting as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
Full authorization to vote by all number of shares held by me

☐ มอบฉันทะบางส่วน คือ
Partial authorization:

☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Common share shares and having votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I hereby authorize my attorney for voting in this meeting on my behalf as follows:

วาระที่ 1 : พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัทประจำปี 2566

1st Agenda : To certify the Minutes of the 2023 Annual General Meeting of Shareholders

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The attorney shall vote pursuant to my intention as follows:

☐ เห็นด้วย
Agree

☐ ไม่เห็นด้วย
Disagree

☐ งดออกเสียง
Abstain

วาระที่ 2 : พิจารณารับทราบผลการดำเนินงานของบริษัทในรอบปี 2566

2nd Agenda : To Acknowledge the report on the Company's operating results for the Year 2023

วาระที่ 3 : พิจารณานุมัติงบการเงินของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566

3rd Agenda : To approve the Company's audited financial statements for the year ended 31 December 2023

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The attorney shall vote pursuant to my intention as follows:

☐ เห็นด้วย
Agree

☐ ไม่เห็นด้วย
Disagree

☐ งดออกเสียง
Abstain

วาระที่ 4 : พิจารณานุมัติการงดจ่ายเงินปันผลประจำปี 2566

4th Agenda : To approve the omission of dividend payment for the year 2023

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The attorney shall vote pursuant to my intention as follows:

☐ เห็นด้วย
Agree

☐ ไม่เห็นด้วย
Disagree

☐ งดออกเสียง
Abstain

วาระที่ 5 : พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ ประจำปี 2567
5th Agenda : To approve the appointment of the Company's directors who will retire by rotation in 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The attorney shall vote pursuant to my intention as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Agree Disagree Abstain

☐ **การแต่งตั้งกรรมการเป็นรายบุคคล**
Election of the individual director

[1] นางจินตนา บุญรัตน์
Mrs. Chintana Boonyarat

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Agree Disagree Abstain

[2] นายพิชัย จิราธิวัฒน์
Mr. Pichai Chirativat

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Agree Disagree Abstain

[3] นายอรินทร์ จิรา
Mr. Arin Jira

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Agree Disagree Abstain

วาระที่ 6 : พิจารณานุมัติกำหนดเงินค่าตอบแทนกรรมการ ประจำปี 2567
6th Agenda : To approve the determination of directors' remuneration for the year 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The attorney shall vote pursuant to my intention as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Agree Disagree Abstain

วาระที่ 7 : พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี ประจำปี 2567
7th Agenda : To approve an appointment of auditors as well as determining their remuneration for the year 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The attorney shall vote pursuant to my intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Agree | <input type="checkbox"/> ไม่เห็นด้วย
Disagree | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 8 : พิจารณาเรื่องอื่น ๆ (ถ้ามี)
8th Agenda : To consider other businesses (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The attorney shall vote pursuant to my intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Agree | <input type="checkbox"/> ไม่เห็นด้วย
Disagree | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

If the vote of the attorney in any agenda which is inconsistent with this proxy, it shall be deemed that the vote is incorrect and shall not be considered my vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case no instruction is given by me for voting on my behalf for any agenda, unclear instruction or voting any additional matter beyond the aforesaid agenda is required in the meeting including the case where the amendment, modification or addition to the information has been made in any respect, the attorney shall have the right to consider and vote on my behalf for any matter as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts that the attorney has performed in connection with the authorization, except for the case where the attorney did not vote in accordance with the power of attorney, shall be deemed as if I did it by myself.

ลงชื่อ _____ ผู้มอบฉันทะ

Signature (_____) Authorizer

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (_____) Attorney

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (นายอานันท์ ไม้พุ่ม)
(Mr. Arnant Maiphum) Attorney

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (นายวิรัตน์ ผาณิตวงศ์)
(Mr. Win Panitvong) Attorney

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

Remarks

1. This Proxy Form C is only for a shareholder who is a foreign investor as appeared in the registration record and has appointed Custodian in Thailand to be share depository.
2. The documents required to be attached with the proxy are:
 - (1) The Power of Attorney from the shareholder to the Custodian to sign this proxy.
 - (2) The confirmation letter certifying that the person signing the proxy is permitted to conduct Custodian business.
3. The shareholder, who is an authorizer, shall authorize only one attorney for attending the meeting and voting. The shareholder cannot allocate his/her shares to more than one attorney for the purpose of separating his/her vote in the meeting.
4. Election of Director can be made either the whole group of director or individual director.
5. In case where additional agenda is made more than the above agendas, the authorizer can add in the Annex to the of Power of Attorney Form C as attached.

ใบประจำต่อ แบบหนังสือมอบฉันทะแบบ ค
Annex to the Form of Proxy, Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท มาลีกรุ๊ป จำกัด (มหาชน)

The authorization under this proxy is made by a person who is a shareholder of **Malee Group Public Company Limited.**

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 13.30 น. ณ ห้องคาเฟ่ที่เรีย ชั้น 1 อาคารสำนักงานรังสิต เลขที่ 401/1 หมู่ที่ 8 ถนนพหลโยธิน ตำบลคูคต อำเภอลำลูกกา จังหวัดปทุมธานี 12130 หรือที่
จะพึงเลื่อนไปในวัน เวลา สถานที่และรูปแบบการจัดประชุมอื่นด้วย

Only one of them to be my attorney for attending the meeting and voting on my behalf in the Annual General Shareholder Meeting for year 2024 on Thursday 25 April 2024, time 01.30 pm. at Cafeteria Room 1st Floor, Rangsit Office Building No. 401/1 Moo 8 Phaholyothin Road, Tambol Kukot, Amphoe Lam Luk Ka, Province Pathumthani 12130 or at any adjournment including other format of meeting thereof.

วาระที่ _____ เรื่อง _____
Agenda Topic

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The attorney shall vote pursuant to my intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Agree | <input type="checkbox"/> ไม่เห็นด้วย
Disagree | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____
Agenda Topic

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The attorney shall vote pursuant to my intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Agree | <input type="checkbox"/> ไม่เห็นด้วย
Disagree | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|


วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ)
Agenda Topic: Election of director

ชื่อกรรมการ _____
Name of the director

<input type="checkbox"/> เห็นด้วย Agree	<input type="checkbox"/> ไม่เห็นด้วย Disagree	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--


ชื่อกรรมการ _____
Name of the director

<input type="checkbox"/> เห็นด้วย Agree	<input type="checkbox"/> ไม่เห็นด้วย Disagree	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--


Profile of the candidate for Director position who will retire by rotation		
Name	Mrs. Chintana Boonyarat	
Age	72 years old	
Address	401/1 Moo 8 Phaholyothin Road, Kookot, Lam Luk Ka, Pathumthani 12130	
Nationality	Thai	
Nature of nominated directorship	Director	
Date of First Director's Appointment	August 17, 1999	
No. of Rotation (term of office)	Director: 7 Terms or 24 Years Chairman: 2 Term or 5 Years	
Education qualification	<ul style="list-style-type: none"> Bachelor's Degree in Business Administration, Menlo College, USA 	
Director Accreditation Program	<ul style="list-style-type: none"> Director Certification Program (DCP 5/2000), Thai Institute of Directors Association (IOD) Role of Chairman Program (RCP 15/2011), Thai Institute of Directors Association (IOD) Executive Program in Commerce and Trade (TEPCot3), The University of the Thai Chamber of Commerce 	
Training in the previous year	None	
Work Experience	2018-Present 1999-2018 2008-2018 2020-Present 2013-Present 2018-Present	Chairman of the Board of Directors - Malee Group Public Company Limited Director - Malee Group Public Company Limited Malee Group Public Company Limited Director - Central Plaza Hotel Public Company Limited Director - Central Marketing Group Company Limited Chairman of the Board of Directors - Abico Holdings Public Company Limited
Current job position	<ul style="list-style-type: none"> Chairman of the Board of Directors - Malee Group Public Company Limited Chairman of the Board of Directors - ABICO Holding Public Company Limited 	
Conflict of Interest	Agenda 5 To approve the appointment of the Company's directors who will retire by rotation in 2024	
Director/Executive Director in other listed companies	1 Company : 1. Director - Central Plaza Hotel Public Company Limited	
Director/Executive Director in other none listed companies	6 Companies 1. Chairman, Abico Holdings Public Company Limited. 2. Director - Central Group Company Limited 3. Director - Central Trading Company Limited 4. Director - Central Marketing Group Company Limited 5. Director - Matter D Company Limited 6. Director - Seatrek International Company Limited	

Position in companies that compete, related to the company's business that may cause conflict of interest		- None -
Shareholding as of Mach 8, 2024	20,435,110 shares (3.75%)	
Meeting attendance in 2023	5/5 The Board of Directors Meetings	
Criteria for Nomination of Directors	The Board of Directors, excluding the directors who have special interests in this matter considered the nominees whom were passed the screening process of the Company's Nomination and Remuneration Committee and Board of Directors that the person to be nominated as a director is in accordance with the relevant rules that had qualifications suitable for the business operation.	


Enclosure 4

Profile of the candidate for new Independent Director position		
Name	Mr. Pichai Chirathivat	
Age	63 years old	
Address	401/1 Moo 8 Phaholyothin Road, Kukot, Lam Luk Ka, Pathumthani 12130	
Nationality	Thai	
Nature of nominated directorship	Director	
Date of First Director's Appointment	April 5, 2012	
No. of Rotation (term of office)	4 Terms or 11 Years	
Education qualification	Bachelor's Degree in Business Administration, Claremont College, USA	
Director Accreditation Program	<ul style="list-style-type: none"> • Directors Accreditation Program DAP 169/2020, Thai Institute of Directors Association (IOD) • Strategic Planning & Management in Retailing Program, IGDS • PSA Program (Class 98), The Psychological Security Association of Thailand • NCD Program (Class 53), National Defense College of Thailand • Security Management and Leadership for Executives Program (Class 4), The National Defense College Association of Thailand (NDCAT) • Capital Market Academy Leader Program, Class 22, Capital Market Academy • Executive Management with Business Development and Investment, Class 5, Institute of Business and Industrial Development (IBID) • Training Program for Senior Executive Development, Royal Thai Police 	
Training in the previous year	None	
Work Experience	2012-Present	Director / Member of the Executive Committee - Malee Group Public Company Limited
	2018-Present	Vice Chairman, Climate Change, Renewable Energy Industry Club - The Federation of Thai Industries (FTI)
	2018-Present	Co-chairman of the Strategic Plan Committee, Digital Economy and E-Commerce – Board of Trade of Thailand
	2018-Present	Vice Chairman – Driven Committee of TCC Digital Platform Project
	1999-Present	Member of the Executive Committee - Central Marketing Group Co., Ltd
Current job position	Director / Member of the Executive Committee - Malee Group Public Company Limited	


Conflict of Interest	Agenda 5 To approve the appointment of the Company's directors who will retire by rotation in 2024
Director/Executive Director in other listed companies	1 Company 1. Director - Central Retail Corporation Public Company Limited
Director/Executive Director in other none listed companies	20 Companies
Position in companies that compete, related to the company's business that may cause conflict of interest	- None -
Shareholding as of Mach 8, 2024	8,061,967 shares (1.48%)
Meeting attendance in 2023	5/5 The Board of Directors Meetings 12/12 The Executive Committee Meeting
Criteria for Nomination of Directors	The Board of Directors, excluding the directors who have special interests in this matter considered the nominees whom were passed the screening process of the Company's Nomination and Remuneration Committee and Board of Directors that the person to be nominated as a director is in accordance with the relevant rules that had qualifications suitable for the business operation.

Profile of the independent director proposed as proxy by the Company		
Name	Mr. Arin Jira	
Age	74 years old	
Address	401/1 Moo 8 Phaholyothin Road, Kukot, Lam Luk Ka, Pathumthani 12130	
Nationality	Thai	
Nature of nominated directorship	Independent Director	
Date of First Director's Appointment	10 May 2018	
No. of Rotation (term of office)	2 Terms or 5 Years	
Education qualification	<ul style="list-style-type: none">• MBA, University of California Berkeley, USA• Bachelor's Degree in Chemical Engineering, University of California, Berkeley, USA	
Director Accreditation Program	<ul style="list-style-type: none">• Director Accreditation Program (DAP), Class155/2018, Thai Institute of Directors Association (IOD)	
Training in the previous year	None	
Work Experience	2018 - Present	Independent Director/ Chairman of the Audit Committee / Member of the Risk Management Committee / Chairman of the Nomination and Remuneration Committee, Malee Group Public Company Limited.
	2019 - Present	Chairman of Board of Director / Chairman of Independent Director, Thai O.P.P Public Company Limited
	2008, 2009, 2019	Chairman, ASEAN Business Advisor Council
	2017 - Present	Chairman, Amata BIG Industrial Gas Co., Ltd.
	2009 - Present	Vice Chairman, The Federation of Thai Industries
	2008 - 2021	Chairman, Thailand, ASEAN Business Advisor Council
	2006 - 2021	Senior Executive Advisor, Bangkok Industrial Gas Co., Ltd.
	2017 - 2021	Chairman, Yangon Industrial Gas Co., Ltd.
	2010 - 2021	Chairman, Map Ta Phut Industrial Gas Co., Ltd.

Current job position	Independent Director/ Chairman of the Audit Committee / Member of the Risk Management Committee / Chairman of the Nomination and Remuneration Committee, Malee Group Public Company Limited.
Conflict of Interest	Agenda 5 To approve the appointment of the Company's directors who will retire by rotation in 2024
Director/Executive Director in other listed companies	1 Company : 1. Chairman of Board of Director / Chairman of Independent Director, Thai O.P.P Public Company Limited
Director/Executive Director in other none listed companies	1 Company : 1. Chairman, Amata BIG Industrial Gas Co., Ltd.
Position in companies that compete, related to the company's business that may cause conflicts of interest - None -	
Shareholding as of 8 Mar 2024	None
Meeting attendance in 2023	5/5 The Board of Directors Meeting 4/4 The Audit Committee Meeting 4/4 The Risk Management Meeting 1/1 The Nomination and Remuneration Meeting
Criteria for Nomination of Directors	The Board of Directors, excluding the directors who have special interests in this matter considered the nominees whom were passed the screening process of the Company's Nomination and Remuneration Committee and Board of Directors that the person to be nominated as a director is in accordance with the relevant rules that had qualifications suitable for the business operation.

Profile of the independent director proposed as proxy by the Company		
Name	Mr. Arnant Maiphum	
Age	76 years old	
Address	401/1 Moo 8 Phaholyothin Road, Kukot, Lam Luk Ka, Pathumthani 12130	
Nationality	Thai	
Date of First Director's Appointment	April 27, 2022	
No. of Rotation (term of office)	1 Term or 2 Years	
Education qualification	<ul style="list-style-type: none">• Master Degree in Housing Development, Chulalongkorn University• Master Degree in Business Administration (MBA), Kasetsart University• Bachelor's Degree in Financial Economic, University of the Thai Chamber of Commerce	
Director Accreditation Program	<ul style="list-style-type: none">• Director Accreditation Program (DAP) Class 197/2022 Thai Institute of Directors Association (IOD)	
Training in the previous year	None	
Work Experience	2022 - Present	Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee / Member of the Nominating and Remuneration Committee - Malee Group Public Company Limited
	2018 - 2022	Independent Director / Member of the Audit Committee / Chairman of the Nominating and Remuneration Committee / Member of the Risk Management Committee - Abico Holdings Public Company Limited
	2011 - 2012	Lecturer of Executive MBA, Khon Kaen University and Ramkhamhaeng University
	2003 - 2008	President, Financial Advisory for SMEs and Public, Ministry of Finance
	1999 - 2003	Director of the Center for Financial Advisory for Small and Medium Enterprises and the Public, Ministry of Finance
	1998 - 1999	Education Loan Fund Manager , Ministry of Finance
	1995 - 1998	Managing Director, Credit Fancier LPN Co., Ltd.

Conflict of special interest in any agenda of meeting	No special interest
Current job position	Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee / Member of the Nominating and Remuneration Committee - Malee Group Public Company Limited
Director/Executive Director in other listed companies	None
Director/Executive Director in other none listed companies	None
Position in companies that compete, related to the company's business that may cause conflicts of interest - None -	
Shareholding as of 8 Mar 2024	None
Meeting attendance in 2023	5/5 The Board of Directors Meeting 4/4 The Audit Committee Meeting 4/4 The Risk Management Meeting 1/1 The Nomination and Remuneration Meeting

Profile of the candidate for new Independent Director position		
Name	Mr. Win Panitvong	
Age	43 years old	
Address	401/1 Moo 8 Phaholyothin Road, Kukot, Lam Luk Ka, Pathumthani 12130	
Nationality	Thai	
Date of First Director's Appointment	April 27, 2023	
No. of Rotation (term of office)	1 Term or 8 Months	
Education qualification	<ul style="list-style-type: none"> • Master in Business Administration class of 2010, Harvard Business School • Bachelor of Arts in Economics (International Program), Thammasat University 	
Director Accreditation Program	<ul style="list-style-type: none"> • Directors Certification Program (DCP) Class 142, Thai Institute of Directors Association (IOD) • TLCA Executive Development Program (EDP) Class 9, Thai Listed Companies Association 	
Training in the previous year	None	
Work Experience	2023 - Present 2018 - Present 2012 - Present 2010 - 2016 2023 - present 2019 - present 2017 - present 2018 - 2022	Independent Director / Member of the Audit Committee / Member of the Risk Management Committee / Member of the Nominating and Remuneration Committee - Malee Group Public Company Limited Managing Director, Angthong Sugar Terminal Co.,Ltd. Executive Director and Deputy Managing Director Accounting & Finance, Nakornphet Sugar Co.,Ltd. Chief Executive Officer, Vithai Biopower Co.,Ltd. Director, Sugar Board Director, Aawthai Warehouses Co.,Ltd. Director and executive director, Asian Marine Services Plc. Director, The Cane and Sugar Fund
Conflict of special interest in any agenda of meeting	No special interest	
Current job position	1. Independent Director/ Member of the Audit Committee/ Member Risk Management Committee/ Member of the Nomination and Remuneration Committee - Malee Group Public Company Limited	

Director/Executive Director in other listed companies	1 Company : 1. Director and executive director, Asian Marine Services Plc.
Director/Executive Director in other none listed companies	3 Companies : 1. Managing Director, Angthong Sugar Terminal Co., Ltd. 2. Executive Director and Deputy Managing Director Accounting & Finance, Nakornphet Sugar Co., Ltd. 3. Director, Aawthai Warehouses Co., Ltd.
Position in companies that compete, related to the company's business that may cause conflicts of interest	- None -
Shareholding as of 8 Mar 2024	None
Meeting attendance in 2023	4/4 The Board of Directors Meeting 2/2 The Audit Committee Meeting 3/3 The Risk Management Meeting

Definition of Independent Directors

(Definition of Independent Directors of the Company is equal to the requirements of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.)

1. Holding not more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each Director to the Audit Committee shall also be included.
2. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, staff, an advisor who receives regular salary, nor the controlling person of the Company, parent company, subsidiaries, associated companies, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years.
3. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of the executives, major shareholders, controlling persons or the persons who will be nominated as the executive or controlling person of the Company or subsidiaries.
4. Neither having, nor used to have any business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in the manner that may obstruct the exercise of independent judgment as a Director to the Audit Committee. Moreover, a Director to the Audit Committee must neither being, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, unless such director has resigned from such position for at least two years.
5. Neither being, nor used to be the auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, controlling persons of the Company, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, as a member, unless such director has resigned from such position for at least two years.
6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than Baht Two million per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, nor being shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least two years.
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiaries.
9. Having no other conditions that may obstruct the independent expression of comment on the Company's operation.

Articles of Association of the Company in connection with the shareholders meeting
Chapter 5
Shareholders' Meeting

Article 32 The Board of Directors must arrange the Annual General Meeting of Shareholders within four (4) months after the Company's end of the fiscal year.

Such other meetings other than that shall be called the "extraordinary meeting." The Board of Directors may call for an extraordinary meeting at any time as deemed suitable or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph three, the number of the shareholders presented does not constitute quorum as prescribed by Section 35, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 33 The Board of Directors shall specify the date, time and place for the shareholders meeting. The place of meeting can be specified at a location other than the principle place of business of the Company.

Article 34 In summoning the shareholders meeting, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the Registrar for information not less than seven (7) days prior to the meeting. Publication of invitation of the meeting shall also be made in a newspaper for three (3) consecutive days no less than three (3) days prior to the meeting.

Article 35 At the shareholders meeting, there shall be shareholders and proxies (if any) attending the meeting at a number amounting to not less than twenty five (25) persons or not less than one half of the total number of shareholders holding shares altogether amounting to not less than one-thirds (1/3) of the total number of issued shares to constitute a quorum.

If after one hour from the time fixed for shareholder meeting, the number of shareholders present is insufficient to form a quorum as specified, if such shareholder meeting was convened at the request of shareholders, it shall be canceled. If such shareholder meeting was not convened at the request of shareholders, the meeting shall be called again and, in this latter case, notice calling for the meeting shall be sent to shareholders no less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

Article 36 At the shareholder meeting, the shareholders may authorize other persons as proxies to attend and vote at the meeting on their behalf. The instrument appointing the proxy must bear the date and signature of shareholder who appoints his proxy and must be in accordance with the form specified by the Registrar.

The instrument appointing the proxy shall be submitted to the Chairman of the Board or a person entrusted by him at the meeting before the attendance of the proxy.

Article 37 In the shareholders meeting, the Chairman of the Board of Directors shall preside over the meeting. If the Chairman is not present or is unable to perform the duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman who is not present at the meeting or cannot perform his duties, the shareholders attending the meeting shall elect one of the shareholders among them to preside over the meeting.

Article 38 The resolutions of the shareholders meeting shall be passed by the following votes:

- (1) In an ordinary circumstance, the majority vote of shareholders who attend the meeting and cast their votes. In case of the tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following circumstances, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have right to vote:
 - a. the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - b. the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - c. the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons, or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
 - d. the amendment or alteration of the Memorandum or Articles of Associations;
 - e. the increase or decrease of the Company's capital;
 - f. the amalgamation of the Company; and
 - g. the dissolution, liquidation or winding-up of the Company.

Article 39 Transactions to be conducted at the annual general meeting are as follows:

- (1) Reviewing the report of the Board of Directors covering the Company's business during the preceding year as proposed by the Board of Directors;
- (2) Considering and approving the balance sheet;
- (3) Considering the appropriation of profits;
- (4) Electing new directors in place of the those who retire by rotation;
- (5) Appointing the auditors; and
- (6) Other businesses.

Chapter 6

Account, Finance and Audit

Article 44. Payment of dividends from money other than profit is prohibited. In the case where the Company still has accumulated losses, payment of dividends is prohibited.

Dividends shall be equally distributed according to the number of shares.

Where the shares in the Company have not yet been completely issued according to the number of shares registered or where the Company has already registered an increase in capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided it has been approved by the shareholder meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors considers that the Company has sufficient profit and a report thereof shall be made to the shareholders meeting at the next meeting.

The payment of a dividend shall be made within one (1) month from the date the resolution was passed by the shareholder meeting or by a meeting of the Board of Directors, as the case may be. Written notice of the payment of dividend shall also be made in a newspaper.

PUBLIC LIMITED COMPANY ACT, B.E.2535

Section 50. Each share of the company shall be equal to value.

Section 115. No dividend shall be paid out of funds other than profit. In the case where the Company still sustains an accumulated loss, no dividend shall be paid.

Section 116. The Company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital, unless the articles of association of the company or other law provides for a greater amount of the reserve fund.

Section 120. The annual ordinary meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the company every year. The former auditor may be re-appointed.

Conditions, Rules and Procedures to Attend the Meeting

1. In case the shareholder is present in the meeting in person

- Individual Shareholder who is Thai nationality shall present citizen identification card or civil servant identification card;
- Individual shareholder who is foreign nationality shall present identification card, passport or document used in lieu of passport; at the registration desk.
- In case of change of first name or surname, evidence verifying such change shall be presented.

2. In case the shareholder is present in the meeting by proxy

- Any shareholder present by proxy shall name three proxies to attend the meeting. Only one proxy can attend and vote at the meeting. In case that the proxy cannot attend the meeting, the proxy can appoint any of three proxies to attend the meeting and vote in accordance with a form of proxy instrument attached hereto.
- The shareholder present by proxy may grant the power to the proxy for all of the shares and may not grant only a portion of the shares.
- The proxy shall deposit the proxy instrument with a Chairman before the Meeting commences. The proxy instrument shall be duly completed and signed. Each amendment to or deletion of important content must be affixed with signature of the shareholder. The proxy instrument shall be affixed with Baht 20 stamp duty.

Documents required for appointment of proxy

- If individual shareholder is Thai nationality: his/her certified true and correct photocopy of citizen identification card, civil servant identification card.
- If individual shareholder is foreign nationality: his/her identification card, passport or documents used in lieu of passport.
- If the shareholder is a juristic person:
 - Thai Juristic person: copy of Certification Document issued by Ministry of Commerce or competent authority not exceeding 1 year, certified true and correct by the authorized director(s) of such juristic person, certified true and correct copy of citizen identification card or civil servant identification card of the authorized director(s) who sign certified true copy.
 - Foreign Juristic person: the authorized signatory of such juristic person shall affix his/her signature together with the company's seal affixed on the proxy instrument in the presence of notary public or official with similar authority under the law of relevant country. Upon the execution thereof, the proxy instrument shall be furnished to competent officer of Royal Thai Embassy or the Royal Thai Consulate, or officer authorized to act on behalf of such competent officer, or person qualified to give full attestation under the law of relevant country to certify the notary public.
- A shareholder desirous to appoint the Company's independent director his/her proxy shall send the proxy instrument being prepared and executed in accordance with the rules mentioned above to Secretary to the Board of Directors together with relevant documents. The proxy instrument shall be received by the Company at least 1 day prior to the date of the Meeting.
- The proxy desirous to attend the Meeting shall present his/her citizen identification card/civil servant identification card/ passport (in case of foreign person) for registration.

Registration of Attendance

Officers of the Company shall allow the registration of attendance from 12.30 hours on the day of the Meeting.

How to Vote

1. Shareholders shall cast votes on show of hands. One share shall be entitled to one vote. Resolutions of the Shareholders' Meeting shall consist of the votes as follows:
 - For regular matters, majority votes of shareholders attending the Meeting and entitled to vote shall be deemed final. In case of equality of votes, the Chairman of the Meeting shall be entitled to a casting vote.
 - For matters required otherwise by laws and/or Articles of Association of the Company, such requirements shall be complied. Chairman of the Meeting shall inform the shareholders present in the Meeting before any such agenda shall be voted.
2. A shareholder may express his/her intention only to approve, disapprove or abstain the vote on each agenda and may not split the number of shares for splitting votes.
3. The proxy shall vote as specified in the proxy form.
4. A shareholder having special interests in any matter cannot vote on such matter. Chairman of the Meeting may request such shareholder to leave the Meeting room during such time.

MAP of the 2024 Annual General Meeting of Shareholders' Venue



Malee Group Public Company Limited

Rangsit Office Building at Cafeteria, 1st floor

401/1 Moo 8 Phaholyothin Road, Kukot,

Lam Luk Ka Pathumthani 12130 Thailand

Tel: +66 (0) 2080-7899 Fax: +66(0) 2080-7800

Public bus numbers passing the Company: No. 29, 34, 59, 185, 510, 522, 554