



Invitation to the Annual General Meeting of Shareholders Year 2023

Friday, April 21, 2023

Time 10.00

in the form of meetings via electronic media (E-AGM)

Registration opens at 8:00 a.m.

More Return Public Company Limited.

(MORE)

note :

1. Shareholders wishing to attend the meeting, please follow the guidelines for attending the shareholders' meeting via electronic media (E-AGM). and proxy (Enclosure 9 and 10)
2. The petition registration system will be operational from April 12, 2023 at 8:30 a.m. onwards. And the registration ends on April 21, 2023 until the meeting is closed. (On the day of the meeting, registration opens from 8.00 a.m., 2 hours prior to the start of the meeting.)
3. The company will conduct the meeting via electronic media only one channel. without arranging a meeting place to support shareholders To prevent the spread of Coronavirus Disease 2019 (COVID-19)



April 6, 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

Dear: Shareholders of More Return Public Company Limited

- Enclosures:
1. A copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on November 30, 2022.
 2. Financial statements for the year 2022 and annual reports in the form of a QR code (QRCode)
 3. Profiles of directors who retired by rotation and were nominated for re-election
 4. Information on remuneration for directors for the year 2023
 5. List of auditors and details of audit fees for the year 2023
 6. Details of the agenda for amending the Articles of Association of the Company to be in line with the Public Company Limited Act (No. 4) B.E. 2565
 7. Profiles of Independent Directors for Proxy of Shareholders
 8. Company's Articles of Association relating to the Shareholders' Meeting
 9. List of documents that must be presented and delivered to the company for meeting registration and voting, criteria, method of vote counting and announcement of vote results.
 10. Procedure for attending the meeting via electronic media and request to attend the 2023 Annual General Meeting of Shareholders via electronic means (E-Meeting) through the app link or by scanning the QR Code.
 11. Proxy Form B (Can download Proxy Form A. or Form C. from www.morereturn.co.th)

As the Board of Directors' Meeting of More Return Public Company Limited (the "Company") has resolved to schedule the Annual General Meeting of Shareholders for the year 2023 on Friday, April 21, 2023 at 10:00 a.m. in the form of a meeting. through electronic media (E-AGM) to consider various matters according to the agenda together with the opinions of the Board of Directors as follows:

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on November 30, 2022

Principle and Reason

The Company held the Extraordinary General Meeting of Shareholders No. 1/2022 on November 30, 2022 and prepared the minutes of such meeting, as well as disclose information to the Stock Exchange of Thailand within the time required by relevant laws and has published the information on the Company's website. (Details appear in Enclosure 1)

Opinion of the Board of Directors

The Board considered that the minutes of the meeting were correctly recorded. and complete Therefore, it deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider



and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on November 30, 2022 according to the minutes presented by the Board of Directors.

Number of votes required to pass a resolution

A majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 2 Acknowledgment of the Company's operating results and financial status for the year 2022 principles and reasons

The company has summarized the operating results and financial position of the company for the year 2022 (details appear in the financial statements for the year 2022 in QR Code format, Enclosure 2).

Opinion of the Board of Directors

The board has considered It was deemed appropriate to propose to the shareholders' meeting this time. to acknowledge the Company's operating results for the year 2022 as mentioned

Number of votes required to pass a resolution

This agenda does not require shareholders' votes. because it is an agenda for acknowledgment

Agenda 3 To consider and approve the financial statements for the year 2022 ended December 31, 2022 which have been audited by the auditor. Authorized account principles and reasons

In order to comply with the Public Limited Companies, Act B.E. 2535 (and as amended) and according to the Articles of Association of the Company, Clause 56. The Board of Directors must arrange for the balance sheet and profit and loss account for the year 2022 ended December 31, 2022 of The Company proposes to the Annual General Meeting of Shareholders for the year 2023 for approval with the financial statements consisting of the statement of financial position and the statement of comprehensive income for the year 2022 ending December 31, 2022 which has been reviewed by the Audit Committee of the Company. And has been audited by a certified public accountant. Details are shown in the financial statements for the year 2022 in the form of a QR code (QR Code) in Enclosure 2.

There are details summarized from the financial statements as follows:

financial position (Consolidated financial statements)	Year 2022 (Unit: Million Baht)	Year 2021 (Unit: Million Baht)
total assets	2,002.20	1,628.12
total liabilities	127.19	173.03
Total Equity	1,875.01	1,455.09
performance (consolidated financial statements)	Year 2022 (Unit: Million Baht)	Year 2021 (Unit: Million Baht)
gross income	140.21	1,297.53
total cost	119.28	136.35
Net Profit (Loss)	12.01	1,157.70
loss per share	0.00	0.18



Opinion of the Audit Committee

The Audit Committee is of the opinion that the accounting report preparation process and the Company's financial statements have sufficient internal control systems to ensure that the financial report accurately reflects the financial position and performance of the company in accordance with the accounting standards required by law. Including sufficient and timely disclosure of information in the financial statements for the benefit of shareholders. Investors or users of financial statements to make investment decisions.

Opinion of the Board of Directors

The board has considered It is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the balance sheet and income statement for the year 2022 ended December 31, 2022, which have been reviewed by the Company's Audit Committee and audited by a certified public accountant.

Number of votes required to pass a resolution

A majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 4. To consider and approve the omission of dividend payment and the omission of profit allocation as legal reserve

principles and reasons

According to the Public Company Limited Act B.E. 2535 (and amendments) and Article 51 of the Company's Articles of Association, the Company must allocate part of the annual net profit as a reserve fund of not less than 5% of the annual net profit until the reserve fund is fully funded. Is not less than 10 percent of the registered capital and according to the Public Limited Companies Act B.E. 2535, Section 115 stipulates that dividends cannot be paid from other types of money besides profits. and in the event that the company still has accumulated losses It is forbidden to pay dividends. Considering the company's performance as shown in the Company's separate financial statements for the year 2022 ended December 31, 2022, the Company's net profit in the fiscal year was 12,008,684 baht and retained profit was 214,176,031 baht.

However, since the net profit for the year was the accounting profit from the recognition of profit from the warrants to purchase ordinary shares of HEMP-W2 , the omission of dividend payment and the allocation of profit as legal reserve were considered.

Opinion of the Board of Directors

The board has considered It was deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the omission of profit allocation_as legal reserve fund and the omission of dividend payment. according to the details presented above

Number of votes required to pass a resolution

A majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote.



Agenda 5 To consider and approve the appointment of directors to replace those retiring by rotation principles and reasons

According to Section 71 of the Public Limited Companies Act B.E. The number of directors shall not be less than one-third. of the total number of directors on the board termination of office If the number of directors cannot be divided into three parts, then the number nearest to one-third shall be issued. and the retiring directors May choose to take another position. At present, the Board of Directors consists of 9 members.

In this 2023 Annual General Meeting of Shareholders, the directors who will be retired by rotation at the rate of one-third of the total number of directors are 2 persons, namely:

- | | |
|---------------------------|-----------------------------------------------------------------------------------------------|
| 1. Mr. Prawit Opas | Director/Member of the Audit Committee/Member of the
Nomination and Remuneration Committee |
| 2. Mr. Patbordee Chomwong | Director |

In this regard, the Company has given the opportunity to shareholders to nominate persons to be considered for selection as Company Directors for the 2023 Annual General Meeting of Shareholders through the Company's website between 20 December 2022 and 20 February. 2023 according to the principles of good corporate governance of listed companies. It appeared that no shareholder nominated a person to be considered for selection as a company director.

Opinion of the Nomination and Remuneration Committee

Nomination and Remuneration Committee (excluding nominated directors) jointly consider qualifications, knowledge, ability and experience in various fields. Including the performance, position and duties of individual directors. taking into account the diversity in the structure of the Board of Directors Qualifications as a director in various fields Appropriateness of qualifications, experience and expertise Performance as a director of the Company in the past Including being a person who has all the qualifications and has no characteristics Prohibited under Section 68 of the Public Limited Companies Act B.E. 2535 and the rules set by the Securities and Exchange Commission. and the Stock Exchange of Thailand including other criteria related Opined that the two directors who retired by rotation are experts. Have knowledge and experience in the business of the company and in the past, he has performed his duties as a director of the Company with efficiency.

Opinion of the Board of Directors

The Board of Directors (excluding nominated directors) has considered through the screening process according to the Company's director nomination criteria and deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of the retired directors. to be re-elected as a director by rotation for another term according to the opinion of the Nomination and Remuneration Committee. Details are shown in Attachment 3 as follows:

- | | |
|---------------------------|-----------------------------------------------------------------|
| 1. Mr. Prawit Opas | Director/Audit Committee/Nomination and Consideration Committee |
| 2. Mr. Patbordee Chomwong | Director |

Number of votes required to pass a resolution



A majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 6 To consider and approve the remuneration and meeting allowance for the directors for the year 2023

principles and reasons

Section 90 of the Public Company Act B.E. comprising not less than two-thirds of the total number of votes of shareholders attending the meeting"

Opinion of the Nomination and Remuneration Committee

Nomination and Remuneration Committee

The Board of Directors has considered remuneration for the year 2023 by considering the appropriateness of the remuneration that is in line with the duties. and responsibilities assigned, including comparing with businesses of similar types and sizes According to the survey report on the remuneration of directors of listed companies of the Thai Institute of Directors Association. Including business expansion and growth in the company's performance. The Remuneration Committee therefore resolved to approve the proposal to determine the amount of remuneration for the Board of Directors for the year 2023 in the amount not exceeding 4,300,000 baht (the same amount as the year 2022). The information on the directors' remuneration for the year 2023 appears in the attachment. In the case of the chairman of the board and Chairman of the Audit Committee are the same person will receive monthly compensation only at the rate higher by only one amount

Opinion of the board

The Board of Directors has considered based on the opinion of the Remuneration Committee. It was deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the directors' remuneration for the year 2023 in the amount not exceeding 4,300,000 baht as proposed by the Compensation Committee.

Number of votes required to pass a resolution

A vote of not less than two-thirds of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 7 To consider and approve the appointment of auditors and determine the audit fee for the year 2023

principles and reasons

In order to comply with the Public Limited Companies, Act B.E. 2535, Section 120 and the Company's Articles of Association, Article 59. and Article 60, which requires that the Annual General Meeting of Shareholders appoint an auditor and determine the audit fee of the company every year.

Opinion of the Audit Committee

The Audit Committee has considered selecting auditors from Karin Audit Co., Ltd. as the company's auditors for the year 2023. This appointment is the 6th fiscal year since Karin Audit Co., Ltd. is a company that



provides auditing services. Auditor with standard and expertise in auditing. Including having an appropriate audit fee. It was proposed to the Board of Directors to propose to the Annual General Meeting of Shareholders for approval.

Opinion of the board

The Board agreed with the proposal of the Audit Committee. It was deemed appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors from Karin Audit Co., Ltd. as the audit firm of the Company and its subsidiaries for the year 2023 by assigning one of the following auditors: go here to audit and express opinions on the financial statements of the Company and its subsidiaries for the year 2023

1. Mr. Jirote Sirirorote, Certified Public Accountant No. 5113 and/or
2. Ms. Kannika Wiphanurat, Certified Public Accountant No. 7305 and/or
3. Ms. Nongluk Pattanabandit, Certified Public Accountant Registration No. 4713

In this regard, the above 3 auditors and Karin Audit Co., Ltd., an audit firm, were previously approved by the Board of Directors' Meeting and the Shareholders' Meeting. has been the auditor of the Company and its subsidiaries for 5 years. In the event that the aforementioned auditors are unable to perform their duties, Karin Audit Co., Ltd. shall assign other certified auditors of Karin Audit Company. In addition, Karin Audit Company Limited and such nominated auditors have no relationship and/or interest in the Company /subsidiaries /executives/major shareholders. or a person related to such person in any manner that would affect the independent performance of duties in any way

As for the auditor's remuneration, the Audit Committee has already considered the duty of reviewing and auditing the financial statements of the Company and its subsidiaries. The Board of Directors agreed to propose to the shareholders' meeting to consider and approve the audit fee for the Company and its subsidiaries for the year 2023 in the amount not exceeding 3,880,000 baht, details of which appear in Attachment 5.

Number of votes required to pass a resolution

A majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 8 To consider and approve the amendment of the Company's Articles of Association to be in line with Public Company Limited Act (No. 4) B.E. 2565 by electronic means

principles and reasons

Since the Public Company Limited Act B.E. 2535 has been in force for a long time, it still does not support the change and development of technology. It is expedient to amend the said Act to be up to date and in line with the present time. By stipulating that public limited companies can use electronic methods in board meetings and shareholders' meetings, sending letters or documents. as well as granting proxies in shareholders' meetings, which will reduce the burden and facilitate the business operations of public limited companies and the public and increase the country's competitiveness.

Opinion of the board



The Board considered and agreed to propose to the shareholders' meeting to consider amending the Articles of Association of the Company. to comply with Public Company Limited Act (No. 4) B.E. 2565 with electronic methods that are currently in force.

Number of votes required to pass a resolution

Votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 9 Other matters (if any)

The Company has published the invitation letter for the 2023 Annual General Meeting of Shareholders together with supporting documents on the Company's website. www.morereturn.co.th and if any shareholder has any questions that the Company would like to clarify on the issues of this proposed agenda Questions can be sent in advance to e-mail secretary.more@morereturn.co.th.

The Company would like to invite shareholders to attend the meeting on the aforementioned date and time. The Company will allow shareholders to register from 8:30 a.m. Shareholders who wish to attend the meeting can attend the meeting in person or by proxy. Other persons of legal age attend and vote on their behalf at the meeting.

In case the shareholders wish to appoint the Company's independent directors as their proxies Please send the evidence as detailed in the attachment together with the proxy form to the company at the address below by April 15, 2023 in order to proceed according to your wishes.

Proxy Form - Company Secretary Division

More Return Public Company Limited

No. 222/148-150 Baan Suan Chatuchak Condominium Soi Vibhavadi Rangsit 17, Vibhavadi Rangsit Road

Chatuchak, Chatuchak, Bangkok 10900

However, this Annual General Meeting of Shareholders It is an electronic conference in a single format. The Company has set measures and guidelines for attending the Annual General Meeting of Shareholders for the year 2023 as detailed in Attachment 9.

However, various processes and procedures may delay the attendance of the meeting and not be as convenient as it should be. The company apologizes for the inconvenience.

Yours sincerely

Yours sincerely

(Police Major General Latthasanya Piansomphan)

Chairman

by resolution of the Board of Directors' meeting



Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

More Return Public Company Limited
form of meetings via electronic media (E-EGM)

Date, time

Wednesday, November 30, 2022 at 10:10 a.m. via electronic media (E-EGM)

before the meeting

Ms. Manatchaya Pewphuak acted as the moderator of this meeting. welcomed all shareholders to enter the Extraordinary General Meeting of Shareholders No. 1/2022 of More Return Public Company Limited and informed the meeting that There were shareholders attending the meeting both in person and and by proxy, a total of 32 persons can hold all shares in total. 3,170,641,547 shares, representing 48.5485 percent of the total number of shares sold of the company. A quorum was formed in accordance with Article 38 of the Company's Articles of Association, which stipulated that at a shareholders' meeting, there must be at least 25 shareholders and proxies (if any) attending the meeting, and there must be shares in total. not less than one-third of the total number of shares sold of the Company thus constituting a quorum. The quorum was constituted according to the Company's Articles of Association. Before starting to consider various matters according to the meeting's agenda. The meeting facilitator clarified the voting and vote counting methods of shareholders for each agenda as follows:

1. Voting practice for those who attend the meeting in person and of the proxies

1.1 In this extraordinary general meeting of shareholders, one share is one vote. In conducting the meeting on each agenda Shareholders can vote for, agree, disagree or abstain on each agenda. Vote counting will be counted only. Shareholders voted against and/or abstained only. Then those votes will be deducted from the total number of votes. The remainder of the attendance will be considered as agreeing votes on that agenda. In voting for the shareholders to choose the agenda they wish to vote on. After that, the system will show buttons for voting: 1. Agree (green) 2. Disagree (red) 3. Abstain (orange). button "Cancel the last vote" in which the shareholders can amend their votes until that agenda is closed for voting. "Cancel the last vote" or "not vote", the company will assume that you agree with that agenda. And voting can be changed until the notice of voting closes.

1.2 In case of a proxy To receive proxies from many shareholders, click on "User icon" and press the button "Switch account" to access the accounts of other shareholders.

1.3 Any shareholder who has a special interest in any agenda will not have the right to vote on that agenda.

1.4 Shareholders have time to vote for 1 minute after the announcement of the opening of voting for each agenda. And when the voting result of each agenda is closed, the result of that agenda will be announced to the meeting later.



1.5 Shareholders who have made proxy forms for others to attend the meeting and vote according to the wishes of the shareholders. The Company used the votes of agreeing, disagreeing or abstaining. according to the wishes of the shareholders It has already been included in the registration for voting according to the agenda.

1.6 Voting in this Extraordinary General Meeting of Shareholders is

1) Agenda 1, 2 and 3 must be approved by a majority vote of the shareholders. attending the meeting and having the right to vote

2) Agenda 4 and 5 must be approved with a vote of not less than three-fourths (3/4) of the total votes of the shareholders. attending the meeting and having the right to vote

3) Agenda 6 and 7 must be approved with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote. Voting of the Applicant and persons under Section 258 of the Applicant or persons acting in concert (concert party) with the Applicant and persons under Section 258 of persons acting jointly of the Applicants.

2. Debriefing in the meeting room

2.1 Before voting on each agenda, the company will give the opportunity for the attendees to ask questions or express opinions on issues related to that agenda as appropriate

2.2 Participants who wish to ask questions or express their opinions on any agenda Can ask questions by pressing the button "Send a question / Question", choose an agenda. who want to ask, then type the question, then click on the symbol, send a question, or ask a question with voice by pressing the "Record/Record" button and ask a question with voice Once the question has been asked, press the "Stop for Record" button and press the "Send Question" button.

2.3 In the event that a large number of questions related to that agenda are sent into the system, the Company will consider and select the questions as appropriate.

After the meeting facilitator had finished explaining the voting method, he then introduced the Board of Directors attending the meeting as follows:

Directors of the Company who attended the meeting

1. Pol. Maj. Gen. Latthasanya Piansompar	Independent Director / Chairman of the Board of Directors and Chairman of the Audit Committee
2. Dr. Ummarit Klomchitcharoen	Director / President and Chief Executive Officer
3. Mr. Chattaphum Khantiviriya	Director / Chairman of the Remuneration Committee
4. Mr. Prawit Opas	Independent Director / Member of the Audit Committee
5. Dr. Somchai Wongsubin	Independent Director / Member of the Audit Committee
6. Mr. Patbordee Chomwong	Director

Attendees

1. Ms. Wannisa Srisuchai	Accounting and Finance Manager
2. Ms. Kanokwan Boonprakob	Company Secretary



Independent Financial Advisor from I V Global Securities Public Company Limited are:

1. Ms. Kritsapon Khunchan
2. Mr. Thanawat Boonsiripailoon

Legal advisors from Araya and Partners Co., Ltd. are:

1. Ms. Araya Puttipongthorn
2. Mr. Withawin Khorboonsongserm

The meeting started at 10.10 a.m.

Police Maj. Gen. Latthasanya Piansomphan, Chairman of the Board of Directors Acting as the chairman of the meeting opened the meeting. and welcomed the shareholders attending the Extraordinary General Meeting of Shareholders No. 1/2022 today and assigned Ms. Manatchaya Pewphuak to conduct the meeting according to the agenda.

The meeting facilitator proposed the meeting to consider various matters. According to the following agenda

Agenda 1 To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 2022.

The meeting moderator informed the meeting that The Company has sent a copy of the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 2022 to the Stock Exchange of Thailand. and the Ministry of Commerce within 14 days from the date of the Annual General Meeting of Shareholders as required by law and delivered the minutes of such meeting to the shareholders together with the meeting invitation letter. The Board of Directors considered that the minutes of the meeting were recorded correctly and completely.

However, the number of votes required to pass a resolution is a majority vote of the total number of votes of the shareholders attending the meeting and voting. and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting

the meeting has considered Unanimously resolved to approve the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 2022.

with votes

Approved	3,170,641,547	votes or equal to	100	percent
Disapproved	0	votes or equal to	0	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.



Agenda 2 Approved the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 (Agenda 2) to consider and approve the sale of investment in More Property Company Limited. Development Co., Ltd., a subsidiary of 38,399,993 shares or 99.99 percent of the total registered capital. with a par value of 10 baht per share, at a selling price of 6.51 baht per share, or a total value of 250,000,000 baht (two hundred and fifty million baht) to Mr. Siwaporn Tangchittiporn.

The moderator informed the meeting that in this agenda The Board of Directors is of the opinion that Because the area surrounding the Baan Suan condominium Has been expropriated, there will be a real estate development project in the area surrounding the Baan Suan Chatuchak condominium, which Mr. Siwaporn Tangchittiporn presented and introduced investors from other companies who are interested in investing in this project. The Board considered that it was an interesting project. and assigned the executive committee to study and analyze the feasibility of the project at the conclusion of the project The proportion of investment is clear. The deposit of 50 million baht that Mr. Siwaporn Tangchittiporn paid to More Return Public Company Limited will be considered as part of the investment in this project according to Mr. Siwaporn Tangchittiporn. Tiporn, if the project is not concluded or is considered risky, not worth the investment, MORE will return the deposit of 50 million baht back to Mr. Siwaporn Tangchittiporn. garden Being expropriated will have a positive effect on the property value of More Property Company. Development Co., Ltd. ("PROP") that has increased in addition, the restrictions on real estate development that existed before the surrounding areas were expropriated have been eliminated and due to the sale of investment in ordinary shares of More Property Company Limited. Development Co., Ltd. ("PROP") was approved by the Extraordinary General Meeting of Shareholders No. 1/2021. The Board of Directors therefore agreed to propose the cancellation of the disposition of capital in ordinary shares of More Property Company Limited. Tee Development Co., Ltd. ("PROP") to this extraordinary general meeting of shareholders. to consider and approve first and if there is progress in joint investment projects clear investment proportion The Company will comply with the criteria for acquisition or disposition of assets and notify subsequently.

In this regard, the meeting moderator informed the meeting that there were questions from **Mr. Phuwanart Na Songkhla, Thai Investors Association** Asked questions in Agenda 2 as follows:

Two resolutions were requested to cancel shareholders' resolutions, resulting in negative views of the board's effectiveness in business planning. In addition, when the shareholders have approved the plan will have an effect on the stock price to be higher because it will receive 250 million baht, but when there is news of a change saying that it has been canceled and that 250 million baht is not paid, it will affect the share price in a negative way. Therefore, he would like to clarify the issue of prudence in formulating a business plan and guidelines to prevent such a recurrence in the future/and the board did not have any information or did not know before or that the area around the Baan Suan condominium would have land expropriation, so there was a plan to sell the investment.

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows:



The reason for considering the disposal of all ordinary shares in PROP last year was that the Company planned to use the proceeds from the disposal of the investment in PROP to invest in the water management business. Because the performance of PROP still does not clearly reflect the profit. As a result, the company must be strict in the use of money for investment. Therefore, consider investing in businesses that can provide higher returns.

At that time, the company could not predict the situation of the spread of the Coronavirus (COVID-19). The economic situation at that time directly and indirectly affected the real estate business group. the Company's auditor There is a tendency to set up another allowance for impairment of investment in the future. expropriation of surrounding areas the news has been out for a long time but it is unclear and the company is not ready for funding. During the past year, Mr. Siwaporn Tangchittiporn led real estate development projects in the area surrounding the Baan Suan Chatuchak condominium. to present and introduce investors from other companies who are interested in investing in this project We therefore see that it is an interesting project. and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting

the meeting unanimously resolved to approve the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 (Agenda 2) to consider and approve the sale of investment in More Property Company Limited. Development Co., Ltd., a subsidiary of 38,399,993 shares or 99.99 percent of the total registered capital. with a par value of 10 baht per share, at a selling price of 6.51 baht per share, or a total value of 250,000,000 baht (two hundred and fifty million baht) to Mr. Siwaporn Tangchittiporn.

with votes

Approved	3,170,641,547	votes or equal to	100	percent
Disapproved	0	votes or equal to	0	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.

Agenda 3 To consider and approve the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 (Agenda 7) regarding the allocation of newly issued ordinary shares in the amount not exceeding 2,000,000,000 shares (two billion shares) with a par value of 0.05 baht per share to be offered to a specific person (Private Placement), namely May Plus 2005 Co., Ltd., offering price of 1.50 baht per share, totaling not over 3,000,000,000 baht (three billion baht) as compensation for the acquisition Pyrolusite Mineral

The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on 24 November 2021 (Agenda 7) regarding the allocation of



ordinary shares. increase capital amount not more than 2,000,000,000 shares (two billion shares) with a par value of 0.05 baht per share for offering to a specific person (Private Placement), namely May Plus 2005 Co., Ltd. ("Investor"), offering price of 1.50 per share. baht, with a total value of not more than 3,000,000,000 baht (three billion baht) as compensation for the acquisition of Pyrolusite.

The meeting facilitator informed the meeting that there were questions.

Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association Asked questions in Agenda 3 as follows:

1. In case of requesting to cancel the resolution this time as a result of May Plus Company's breach of contract in the sale of pyrosite ore which directly affects More's tap water business group, so would like to know about the prudence in business negotiations What happened, May Plus did not comply with the contract.

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows:

Because May Plus 2005 Co., Ltd. ("Investor") has breached the contract to buy and sell pyrolusite water filter products (Pyrolusite) dated July 5, 2020 by selling pyrolusite to other people and not shipping the mineral. pyrolusite water filter according to the company the order was processed on time. When the customer reported a default in the delivery of pyrolusite, the company assigned the legal department to closely follow up on this matter. until it was found that May Plus Pyrolusite was taken for sale by itself, so the legal department filed a lawsuit against May Plus 2005 Co., Ltd.

2. In this case, more has to sue May Plus Company as the 1st defendant and MN Pure Life Co., Ltd. as the 2nd defendant. Would like to know the progress of the case. and guidelines for mediation

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows:

On August 9, 2022, filed a lawsuit against May Plus 2005 Co., Ltd. as the 1st defendant, and MN Pure Life Co., Ltd. as the 2nd defendant, with a total value of 879,147,884 baht (black case number P.3993/2565, posted on August 11, 2022)

On October 11, 2022, the defendant's lawyers for both cases filed a request for an extension of the period for submitting the statement to November 13, 2022. The court therefore postponed the case to November 21, 2022 at 9:00 a.m.

On November 21, 2022, the 1st defendant's lawyer and 2nd defendant's lawyer filed a petition to postpone the case to wait for the prosecution's counterclaim. To be postponed to an appointment to point out two places on January 16, 2023 at 9:00 a.m.

3. For the business of selling tap water When the ore is not used There will be an impact on income that is not as expected. and that do not have efficient and cost-effective replacement minerals for business purposes instead. Want to know how much it affects the company's plans and business opportunities in the future

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows

Currently, the tap water business group the performance is already profitable. just not much At that time, we thought to reduce the cost of water filtration, reducing various expenses. Regarding the production of tap water, he would like to use pyrolusite to reduce the cost in this respect. However, the company has



experimented and tested the efficiency of different manganese ores. To determine the equivalence of the efficiency of pyrolusite by different sources. From business partners both in the country and neighboring countries, and now the water supply business subsidiary will continue to use the existing water filtration method and the company will find other effective and cost-effective replacement methods. Suitable production for use in water filtration to produce tap water for sale. In order to make the performance more profitable than it is.

and when no one has any comments or questions the meeting moderator additionally clarified to the meeting that the resolution of the meeting in this agenda will be based on the majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote. The chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting the meeting has considered unanimously Approved the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 (Agenda 7) regarding the allocation of newly issued ordinary shares in the amount of not more than 2,000,000,000 shares (two billion shares) at a par value of 0.05 per share. baht for offering to a specific person (Private Placement) in the amount of 1 person, namely May Plus 2005 Company Limited, offering price of 1.50 baht per share, total value not exceeding 3,000,000,000 baht (three billion baht) as compensation for the acquisition Pyrolusite as proposed in all respects

with votes

Approved	3,170,641,547	votes or equal to	100	percent
Disapproved	0	votes or equal to	0	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.

Agenda 4 To consider and approve the reduction of the Company's registered capital by canceling unsold shares and amendment to Clause 4. of the Memorandum of Association to be in line with the reduction of the registered capital

The meeting moderator informed the meeting that The Board of Directors' meeting resolved to approve to propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital by 100,000,000 baht from the original registered capital. 453,793,579.75 baht is the new registered capital 353,793,579.75 baht by canceling 2,000,000,000 unissued registered ordinary shares at the par value of 0.05 baht, which are newly issued ordinary shares allocated to a specific person (Private Placement) according to the resolution of the Extraordinary General Meeting of Shareholders No. 1 / 2 0 2 1 held on November 24, 2021 to cancel the resolution of the allocation of shares as specified in item 3 above.

The Board considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 Consider approving the reduction of the company's registered capital by 100,000,000 baht from the original registered capital. 453,793,579.75 baht is the new registered capital 353,793,579.75 baht by canceling



2,000,000,000 unissued registered ordinary shares at the par value of 0.05 baht, which are newly issued ordinary shares allocated to a specific person (Private Placement) according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 to cancel the resolution of the allocation of such shares as specified in Clause 3 and consider approving the amendment to Clause 4. of the Memorandum of Association to be in line with the reduction of registered capital as follows:

“Article 4. Registered capital in the 353,793,579.75 baht (three hundred fifty-three million seven hundred ninety-three thousand five hundred seventy-nine baht and seventy-five satang)
divided 7,075,871,595 Shares (seven billion seventy-five million eight hundred seventy-one thousand five hundred and ninety-five shares)
par value of 0.05 baht (five satang) per share
divided into Ordinary shares 7,375,871,595 shares (seven thousand three hundred seventy-five million eight hundred seventy-one thousand five hundred and ninety-five shares)
Preferred shares - shares (- shares)”

The meeting moderator additionally clarified to the meeting that the resolution of the meeting in this agenda will require a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting the meeting has considered Unanimously resolved to approve the reduction of the company's registered capital by 100,000,000 baht from the original registered capital. 453,793,579.75 baht is the new registered capital 353,793,579.75 baht by canceling 2,000,000,000 unissued registered ordinary shares at the par value of 0.05 baht, which are newly issued ordinary shares allocated to a specific person (Private Placement) according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 to cancel the resolution of the allocation of such shares as specified in Clause 3 above and amend Clause 4. of the Memorandum of Association to be consistent with the reduction of registered capital. as proposed in all respects

with votes

Approved	3,170,641,547	votes or equal to	100	percent
Disapproved	0	votes or equal to	0	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.

Agenda 5 To consider and approve the increase of the Company's registered capital and the amendment to Clause 4. of the Memorandum of Association in line with the increase of the registered capital



The meeting moderator informed the meeting that The Board of Directors' meeting resolved to approve to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital by 15,000,000 baht (fifteen million baht) from the original registered capital. 353,793,579.75 baht is the new registered capital 368,793,579.75 baht by issuing not more than 300,000,000 newly issued ordinary shares (three hundred million shares) at a par value of 0.05 baht per share to support the allocation of newly issued ordinary shares to a specific person (Private Placement) and to consider approving the amendments. Clause 4 . of the Memorandum of Association in accordance with the increase of registered capital is as follows:

“Article 4. Registered capital in the 368,793,579.75 baht (three hundred sixty-eight million seven hundred ninety-three thousand five hundred seventy-nine baht and seventy-five satang)

Divided 7,375,871,595 Shares (seven thousand three hundred seventy-five million eight hundred seventy-one thousand five hundred and ninety-five shares)

par value of 0.05 baht (five satang) per share

divided into Ordinary shares 7,375,871,595 shares (seven thousand three hundred seventy-five million eight hundred seventy-one thousand five hundred and ninety-five shares)

Preferred shares - shares (- shares)”

The Board considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the increase of the Company's registered capital by 15,000,000 baht (fifteen million baht) from the original registered capital. 353,793,579.75 baht is the new registered capital 368,793,579.75 baht by issuing not more than 300,000,000 newly issued ordinary shares (three hundred million shares) at a par value of 0.05 baht per share to support the allocation of newly issued ordinary shares to a specific person (Private Placement) and to consider approving the amendments. Clause 4 of the Memorandum of Association in accordance with the increase of registered capital according to the proposed details

The meeting facilitator informed the meeting that he had the following questions:

Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association Asked questions in Agenda 5, 6 and 7

related and linked. because it is a request for approval of a capital increase Then allocate shares to increase capital as PP, and then ask for a waiver from having to make a tender offer or whitewash. Recently, there has been an observation issue from the SEC regarding different information. and would like the shareholders to exercise their voting rights cautiously, so he asked about this agenda for the next 2 agendas as follows:

Ask Agenda 5

1 .The Company still confirms the necessity of this capital increase or not? Please let me know the necessity again.



The Chairman asked Dr. Somchai wongsabsin Independent Director and Audit Committee answer questions instead because it is a capital increase for Dr. Ummarit Klomchitcharoen Chief Executive Officer which is a connected transaction, has been reviewed by the Audit Committee before

Dr. Somchai Wongsabsin Independent Director and Member of the Audit Committee answered questions as follows: The most important thing at this time is the image of the company from the events that have affected the company greatly Both negative news and news play affect credibility. in the business of the company This raises doubts and doubts about the ability to proceed with the Rolling Loud concert project from the copyright owner. because the company Official rights holder and organizer of Rolling Loud events in Thailand from 2023 to 2028 with exclusive rights to organize events in Southeast Asia. which is the first in Asia capital increase this time in addition to bringing money to do the RL project, which is a project that we have partnered with many partners, both public and private sectors. that we continue to hold this meeting during this time While there is a point, the event is not easy. We had to answer a lot of questions and clarify. If in the corner of working people Probably no one wants to continue, wants to stop, doesn't have to follow the original plan, it's fine. Warrants from minority shareholders can be used to implement the project. But making this list There are many expenses already incurred. whether it is a financial advisory fee Legal advisory fees, TSD processing fees, etc. Board of Directors and management team try to open up new business opportunities. which we believe can be extended to increase revenue channels for the company

2. Please confirm the reason for choosing to allocate PP shares despite being a connected person. Why not find someone else to buy instead?

Dr. Somchai Wongsabsin Independent Director and Member of the Audit Committee answered questions as follows: because 2 years ago the company have ever raised funds By way of allocating shares to 3 specific people, but when it's time, we can't control or let investors come to use the right at the time we want to use the money, causing the project plan that used to be done does not go as planned. anticipated In addition, due to this economic situation and it is a new business of the company. That is, the company I have never had a concert experience before. And the project still has many uncertain risks which may cause the project's performance may not be as expected. Due to various internal and external factors, it is difficult to find investors to invest with us.

3 In this case, if the PP is allocated to many people in order not to let you be Dr. Ummarit Klomchitcharoen Having to cross the line to make a tender offer would not necessarily require the whitewash criteria to become a moot point. or if it is an increase in PP capital for Ummarit Klomchitcharoen, but not crossing the line Then the required funds that are missing. Would it be more appropriate to use a loan from a financial institution for the shortfall

Dr. Somchai Wongsabsin Independent Director and Member of the Audit Committee answered questions as follows: Resolution of this capital increase Available since August This is the time when we have just acquired the rights of the copyright holder and held the official Rolling Loud event in Thailand. Considering the estimate of the money we will have to pay in preparation for this project for a period of 5 years from 2023 to



2028, we still do not know for sure in the next 2 months, who will use the warrant conversion rights in (October) or not consideration of the release of money by financial institutions in this condition, it's not easy. There are quite high financial costs. In addition, borrowing for RL projects requires a high amount of collateral. Financial institutions also consider various risks. that we will take the loan to invest the management had applied for a loan in the tap water business with a state concession that had not yet been approved.

3. Question: If the SEC has released news that there is still a significant difference between Board of Directors' Statement with the information in the invitation letter and the IFA's information. Therefore, more should ensure that the shareholders receive such significant information at least 14 days in advance of the meeting date. In this case, it is not known whether in the future it will affect the resolution of the shareholders today or not. that it does not comply with the rules of the SEC

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows: The company has already clarified this issue. which is the difference between the statement of the Board of Directors With the information in the invitation letter and information from the IFA that comes from the Board of Directors' meeting on November 14, 2022, considering the issue that the company will choose to hold a shareholders' meeting to do the transaction according to the plan or choose to cancel the shareholders' meeting Therefore, the figure from the clarification of the costs incurred in the amount of 899 million baht is the effect that may occur from the company. Choose to cancel today's meeting. causing the Company to pay all project costs However, today we have held a meeting to implement the original plan. The information that the shareholders received in the notice of the meeting that the company sent at least 14 days in advance. The information is therefore correct and complete because it has been based on the assumptions of cash inflows and outflows. In order to consider the need for capital increase according to the operation according to the work plan for today's resolution.

Ms. Ratree WisitSurawong, a shareholder, asked questions about Agenda 5 and Agenda 6 as follows: Is it a large capital increase for any reason? How many % of income can be spent to generate more income? Please clarify the guidelines.

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows

The company will use the money received from this event to organize the Rolling Loud Thailand concert event, which is organized for the first time in Thailand to increase the opportunity for the company to operate in the entertainment business. (Entertainment) to build business relationships in various fields. Which can be used to build on existing businesses and new businesses in the future, opening up income channels. and when no one has any comments or questions the meeting moderator additionally clarified to the meeting that the resolution of the meeting in this agenda will require a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. The chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting the meeting has considered passed a resolution with not less than three-fourths of the votes Approved an increase in the registered capital of the company in the amount of 15,000,000 baht



(fifteen million baht) from the original registered capital. 353,793,579.75 baht is the new registered capital 368,793,579.75 baht by issuing not more than 300,000,000 newly issued ordinary shares (three hundred million shares) at a par value of 0.05 baht per share to support the allocation of newly issued ordinary shares to a specific person (Private Placement) and to consider approving the amendments. Clause 4 of the Memorandum of Association in accordance with the increase of registered capital as proposed in all respects

with votes

Approved	1,623,325,552	votes or equal to	99.9928	percent
Disapproved	115,830	votes or equal to	0.0071	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.

from the total number of votes 1,623,441,382 Votes attending the meeting and having the right to vote in this agenda

Note: The votes of stakeholders in this agenda are not included. There is 1 person, namely Mr. Amarit Klomchitcharoen, having 1,547,200,165 votes.

Agenda 6 To consider and approve the allocation of newly issued ordinary shares to a specific person (Private Placement) who is a connected person as well as to consider and approve the connected transactions

The meeting moderator informed the meeting that The Board of Directors' meeting resolved to approve to propose to the shareholders' meeting to consider approving the allocation of not more than 300,000,000 newly issued ordinary shares (three hundred million shares) at a par value of 0.05 baht per share for offering without whether one time or several times to a specific person (Private Placement), namely, Mr. Ummarit Klomchitcharoen ("Investor") who is a connected person of the Company according to the Connected Transaction Notifications.

The offering price of the newly issued ordinary shares Assign the Board of Directors and/or persons assigned by the Board of Directors Determines the offering price of shares which must not be lower than 90 percent of the market price of the Company's ordinary shares. The market price of the Company's ordinary shares is set equal to the weighted average price of the Company's shares in the past for not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date on which the offering price is determined. The weighted average price must be based on the average trading price of such shares each day. However, the date for determining the offering price of shares must be no later than 3 business days prior to the first day of offering to investors. This will happen after the shareholders' meeting has passed a resolution approving the Company's offering of newly issued shares through private placement. and the price the Board of Directors and/or the person assigned by the Board of Directors considers that the price is the best price according to the market conditions during the offering of such newly issued ordinary shares. By taking into account the interests of the company and shareholders is important. According to the Notification of



the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares through Private Placement dated October 28, 2015 (and its amendments) ("Notification Tor Jor. Mon. 72/2558")

However, if the offering price of newly issued ordinary shares to specific investors (Private Placement) is lower than 90 percent of the market price (the market price is calculated from the weighted average price of the Company's ordinary shares traded in the stock market for the past 7-15 days) The Company has a duty to prohibit investors from selling all newly issued ordinary shares received from the offering within a period of 1 year from the date on which the newly issued ordinary shares of the Company begin trading on the SET (Silent Period). After the period of 6 months, the investor can then gradually sell the prohibited shares in the amount of 25 percent of the total number of shares prohibited for sale, in accordance with the rules specified in the Notification of the Stock Exchange of Thailand on Rules and Conditions. 2558 (2015) dated May 11, 2015 (and any amendments)

The issuance and offering of such newly issued ordinary shares must be approved by the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. The votes of the shareholders who have interests are not counted. 1,547,200,165 shares and on October 21, 2022 exercised the right to convert warrants to purchase ordinary shares No. 2 in proportion to the amount of 600,013 shares and when including the allocation of ordinary shares for this increase in the amount of 300,000,000 shares, resulting in after the issuance and offering for sale of newly issued ordinary shares of the Company for offering to investors Investors will hold shares in the company in the amount 1,847,800,178 shares or 25.75 percent of the total number of shares sold of the company after the registration of the paid-up capital after the issuance of the newly issued shares this time Issuance and allocation of newly issued ordinary shares of the Company to investors at this time It is considered a connected transaction of a listed company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor.) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies Concerning the Connected Transactions B.E. 2546 dated November 19, 2003 (as amended) ") as the investor is a director and major shareholder of the company The aforementioned transactions are transactions relating to assets or services with the highest value. representing 48.81% of the net tangible assets (NTA) of the Company, calculated from the Company's reviewed consolidated financial statements for the 2nd quarter of 2022 ended June 30, 2022. The transaction is more than 3% of the net tangible assets (NTA) of the Company, therefore, the Company is obligated to comply with the Connected Transaction Notifications. Including the following actions

(1) Prepare a report and disclose information on the transaction of the Company to the Stock Exchange of Thailand. ("SET")

(2) Proceed to arrange a shareholders' meeting of the company by sending a notice of shareholders' meeting not less than fourteen days prior to the meeting date. to get approval from the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes



of shareholders attending the meeting and having the right to vote. without counting the votes of shareholders who have interests

(3) Appoint an independent financial advisor (IFA) to perform the relevant duties. In this regard, the Company has appointed a financial advisor to act as an independent financial advisor for this connected transaction of the investor.

In addition, the Board of Directors' meeting The Company resolved to approve the proposal to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the person assigned by the Board of Directors to have the authority to take any action. regarding the issuance, offering, allocation and subscription of such newly issued ordinary shares. This includes the following actions:

(1) Determine the offering price of newly issued shares in accordance with the criteria specified above. Including any other details related to the allocation of newly issued ordinary shares to specific investors. This includes but is not limited to determining, amending, adding details about the issuance, offering, allocation and subscription of newly issued ordinary shares. Offering date of newly issued ordinary shares and payment methods for newly issued ordinary shares (By considering the allocation period and subscription for one time or several times) as well as taking actions related to the issuance. offering for sale and subscribe for such newly issued ordinary shares and overseeing the delivery of information and disclosing relevant details to the market. securities, as well as setting conditions and relevant details in accordance with the laws and regulations related to the issuance and offering of newly issued ordinary shares

(2) Signing, amending, changing, contacting or reporting in various application documents and evidence necessary and relevant to the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares which includes contact and application for permission Such documents and evidence to the Ministry of Commerce, the SEC Office, the SET government agency or other relevant agencies and the listing of newly issued ordinary shares of the Company on the Stock Exchange of Thailand and has the power to take any other actions necessary and appropriate in order to complete the issuance and allocation of newly issued ordinary shares to specific investors of the Company.

(3) Register the capital increase and amend the memorandum of association at the Department of Business Development. Ministry of Commerce and have the power to take any action necessary to comply with the order of the Registrar. to complete the registration process

In this regard, the company must complete the offering of shares to investors within 6 months from the date of receiving a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash). Please consider other details. According to the Information Memorandum on the Offering and Allocation of Newly Issued Shares to Specific Investors (Private Placement) and the Connected Transaction of More Return Public Company Limited, Capital Increase Report Form (F53-4) and details regarding the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash) (Enclosures 2, 3 and 4) that have been delivered to the shareholders. held by all shareholders together with the invitation letter for this



meeting The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the allocation of not more than 300,000,000 newly issued ordinary shares with a par value of 0.05 baht per share, to be offered for sale either once or several times. time for a specific person (Private Placement), amounting to 1 person, namely Mr. Amarit Klomchitcharoen who is a connected person of the Company according to the Connected Transaction Notifications and related authorization according to the proposed details

The meeting facilitator informed the meeting that he had the following questions:

Mr. Kochai Thaweetermsakul, a shareholder, asked about the incident.

As a minority shareholder who is affected by stock prices and suffers directly to the incident from the white sources that fanfare comes out from all offices until now, I start to wonder what business MORE actually does. Isn't there a real business like the news? But from this meeting receive news from the company that delivers So it's still enough to understand. Regarding the Rolling Loud concert in collaboration with Pattaya tourism It seems like a tangible hope now. And hope that the company will make a profit and build an image. This will directly benefit minors like me.

The meeting facilitator informed the meeting that it was an opinion from this shareholder.

The meeting moderator additionally clarified to the meeting that the resolution of the meeting in this agenda will require a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Such resolution shall not include the votes of a person under Section 258 of the Applicant or a concert party with the Applicant and a person under Section 258 of a person acting jointly with the Applicant. and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting the meeting has considered Resolved with a vote of not less than three-fourths to approve the allocation of not more than 300,000,000 newly issued ordinary shares at a par value of 0.05 baht per share for offering either one time or several times to a specific person (Private Placement). 1 person, i.e. Mr. Amarit Klomchitcharoen (“Investor”) who is a connected person of the Company according to the Connected Transaction Notifications. and related authorization as proposed in all respects

with votes

Approved	1,623,325,552	votes or equal to	99.9928	percent
Disapproved	115,830	votes or equal to	0.0071	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 1,623,441,382 Votes attending the meeting and having the right to vote in this agenda

Note: The votes of stakeholders in this agenda are not included. There is 1 person, namely Mr. Amarit Klomchitcharoen, having 1,547,200,165 votes.

Agenda 7 To consider and approve the request for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash)



The meeting moderator informed the meeting that Due to the increase of the company's registered capital for Issuing and offering shares to investors as specified in Agenda 6 above will cause investors to hold all shares in the company equal to 1,847,800,178 shares or 25.75% of the total number of shares sold after the increase of the paid-up capital of the Company after the issuance of this capital increase.

As a result, the investor holds shares in proportion that cross the point where a tender offer for all securities of the company is 2 5 percent and is obligated to make a tender offer for all securities of the company. In this regard, investors can still have the right to hold an additional 24.25% of the shares without having to make a tender offer for all securities of the Company as specified in the Securities and Exchange Act B.E.) in conjunction with the Notification of the Capital Market Supervisory Board No. Tor Jor 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and any amendments).

However, the investor wishes to request a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) according to the Notification of the SEC No. SorKor. Application for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting of the Company In order to waive the tender offer for all securities of the Company by virtue of the resolution of this shareholders' meeting. Must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Such resolution does not include the vote of a person under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended) of the applicant or a person acting in concert (concert party) with applicant for waiver and persons under section 2 5 8 of persons acting jointly with the person of the clerk in this regard, investors can have the right to hold another 24.25% of the shares without having to make a tender offer for all securities of the company. As specified in the Securities and Exchange Act B.E. business dominance dated 13 May 2011 (and amendments).

In this regard, please consider additional information in details regarding the request for a waiver from making a tender offer. of the business by virtue of the resolution of the shareholders' meeting (Whitewash) and the request form for the resolution of the shareholders' meeting to approve the acquisition of new securities without having to make a tender offer for all securities of the Company (Form 247-7) (Enclosures 4 and 5) which has been sent to all shareholders along with the invitation letter to this meeting.

In this regard, the Company has obtained an independent financial advisor to provide opinions on the request for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash) of the waiver requester. The details appear in the report of the opinion of the Independent Financial Advisor on the connected transactions and the request for a waiver from making a tender offer for all securities of the business. By virtue of the resolution of the shareholders' meeting (Whitewash) (Attachment 6) that was sent to all shareholders together with the invitation letter of this meeting.

The Board of Directors (except interested directors who did not attend and vote at the Board of Directors' meeting) considered and agreed to propose to the Extraordinary General Meeting of Shareholders No.



1/2022 to consider and approve the request for a waiver from making a statement. Offer to purchase all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash) as a result of the increase in the Company's registered capital for the issuance and offering of shares to investors as specified in Clause 6 above, will cause the investors to hold all shares in the company equal to 1,847,800,178 shares or 25.75% of the total number of shares sold after the increase of the paid-up capital of the Company after the issuance of this capital increase. As a result, the investor holds shares in the proportion that crosses the point of making a tender offer for all securities of the Company at 25 percent, as proposed.

The meeting moderator additionally clarified to the meeting that the resolution of the meeting in this agenda will require a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Such resolution shall not include the votes of a person under Section 258 of the Applicant or a concert party with the Applicant and a person under Section 258 of a person acting jointly with the Applicant.

Note: Shareholders who have no voting rights in this agenda are Mr. Amarit Klomchitcharoen, holding 1,547,200,165 shares (equivalent to 23.69 percent of the paid-up capital). (Applicant) There is no person under Section 258 or a person who acts together (concert party) with the applicant. and persons under section 258 of persons acting jointly with the person of the clerk

The meeting facilitator informed the meeting that he had the following questions:

Mr. Varitdon Rattanamalee, a shareholder, asked questions for Agenda 7 as follows:

because it is a minority shareholder who has been damaged by the recent events would like to ask in the future the company Is there a plan to build trust with retailers? How about the mission and vision of the company in the future?

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows:

The incident was an unexpected event. If looking back at the progress of the business I am a management team since me and this management team. Volunteer came to manage, I am confident that today the company is moving in the right direction. As the company's performance has turned positive since last year. We have been able to wipe out the accumulated losses completely. We have eliminated the malignancy in the unprofitable business and accelerated to find new businesses to supplement to generate money and profits with the company. Including the right to Rolling Loud Thailand, which we have received the right, we have already considered from the copyright owner. that we have the ability to take action It will be a new business that can increase revenue channels. If the company is profitable, it can pay dividends, which we can now do according to the criteria. And please be confident that if you can return to shareholders as dividends, we choose to do it first. As for the inevitable price impact as a shareholder, we will not count as major or minor shareholders. regarded as the same shareholders Before the incident, the company's shares that I held were worth nearly five billion baht. But today the value is less than one billion baht. Today I have to learn that I have been affected no less than everyone. And if the shares haven't been sold today, have



confidence that what we are doing will lead the company to survive. and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting The meeting has considered Resolved by votes of not less than three-fourths to approve the request for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash) due to the increase of the Company's registered capital for the issuance and offering of shares to the public Investing as specified in clause 6 above will make the investor hold all shares in the company equal to 1,847,800,178 shares or equivalent to 25.75 percent of the total number of shares sold after the increase in the paid-up capital of the company after the issuance of shares. capital increase this time as a result, the investor holds shares in the proportion that crosses the point of making a tender offer for all securities of the Company at 25 percent as proposed in all respects.

with votes

Approved	1,623,325,552	votes or equal to	99.9928	percent
Disapproved	115,830	votes or equal to	0.0071	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.

Remark: Not counting the votes of shareholders who do not have voting rights in this agenda, namely Mr. Amarit Klomchitcharoen holding 1,547,200,165 votes. (Applicant) There is no person under Section 258 or a person who acts together (concert party) with the applicant. and persons under section 258 of persons acting jointly with the person of the clerk

Agenda 8 Consider other matters (if any)

The Chairman informed the meeting that now the various agendas As stated in the invitation letter, it has been completely considered by the shareholders' meeting. I do not know if any shareholder will propose other matters. to consider or not

The meeting facilitator informed the meeting that he had the following questions:

Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association Asked about other agendas as follows:

Asked the President and the board took this opportunity clarify and create understanding for shareholders In the event that a person orders to sell shares More until it severely affects the stock price Because the price dropped to the floor for 5 days, which had a serious impact on shareholders.

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows:

from the incident as an executive of the organization and as a major shareholder We are not indifferent to what happened. We have had discussions with all sectors. to find a way to help stop the damage that will occur as shown in the news, for example, find people who still have confidence in the company to help buy shares. to reduce the damage, but such events happen quickly No one was able to catch up. So, it doesn't help much. And when the stock is about to release the SP sign, let it be traded as usual. which we have



already looked at, how to let stocks be traded in this situation It does not benefit anyone, especially minority shareholders. We have made a written request to the relevant authorities. to discuss whether there are gaps or whether there are ways to restrain it but it does not meet the conditions or criteria that are in order to suspend trading, which we understand the responsible agencies must have carefully considered as well the request from the company may not be enough Causing when the stock price has been released, the floor has dropped 6 times, likely to create the history of the Thai stock market. With stocks falling this much before the rebound, it still shows that shareholders still have some confidence. Otherwise, the stock price will have to continue to fall. infinite I would like to thank the shareholders who still have confidence in the company and the business that the company is running and Khun Puwanart Na Songkhla from the Thai Investors Association. giving an opportunity to clarify

The Chairman thanked Dr. Ummarit Klomchitcharoen. that help answer questions and build confidence among shareholders and inquired whether any shareholder had further questions or not. when no question The Chairman thanked all attendees.

therefore, adjourned the meeting at 11:30 a.m.

(Police Major General Latthasanya Piansomphan)
Chairman of the Board /President of the meeting

(Ms. Kanokwan Boonprakob)
Company secretary

QR Code for Download 2022 Annual Financial Statements
and 2022 Annual Report in digital book form



financial statements 2022



Annual Report 2022

Shareholders can download information via QR Code by following the steps below.

For iOS system (iOS 11 and above)

1. Open the camera (Camera) on the phone.
2. Scan (point the camera on your phone to look at) the QR Code.
3. The screen will have a message. (Notification) to the top, click on the message to view the financial statements for the year 2021.

Note: In case there is no message (Notification) on mobile phones, shareholders can scan the QR Code from the application. (Application) other such as QR Code Reader, Facebook and Line etc.

for Android

1. Open the application QR Code Reader, Facebook or Line, the process of scanning a QR Code via Line, go into Line and select Add friend (add friends), select QR Code, scan QR Code.
2. Scan the QR Code to view financial statements for the year 2022.

Profiles of Directors Retiring by Rotation and was nominated for another term

Name : Mr. Prawit Opas
(Proposed to be re-elected for another term)

Position : Independent Director / Audit Committee
Member of the Nomination and Remuneration Committee

Age : 72 years

Educational qualifications : - Bachelor of Laws
Ramkhamhaeng University



History of training from the Association for the Promotion of Thai Institute of Directors (IOD)

- Director Accreditation Program
DAP รุ่น 170/2020

Work Experience 2018 – Present - Director/Audit Committee, More Return Public Company Limited
Member of the Nomination
Remuneration Committee

Conflict of Interest in the Agenda Proposed in the Meeting : -None-

Type of director proposed for election : Director / Independent Director

Criteria and method of nomination : The Board of Directors has considered

Number of years in the position : 5 years

Meeting attendance in 2022

- 7 / 7 Board of Directors meetings
- 5 / 5 audit committee meetings
- 1 meeting of the Nomination and Remuneration Committee out of total 1 time

Holding directorship/executive positions in other companies

- Other listed companies: No position
- Non-listed companies: No positions
- Other businesses that may cause conflicts of interest: No position

relationship style

- Shareholding in the Company: None
- Being close relatives with executives/
Major shareholders of the Company/Subsidiaries: None

Profiles of Directors Retiring by Rotation and was nominated for another term

Name-Surname : Mr. Pattarabordee Chomwong
 (Proposed to be re-elected for another term)

Position : Director/Independent Director/Audit Committee

Age : 45 years

Education : - Master's Degree in Communication Arts, Rangsit University
 - Bachelor of Art and design Columbia College Chicago



History of training from the Association for

the Promotion of Thai Institute of Directors (IOD) : Director Accreditation Program

DAP Model 170/2020

Work Experience : 2018 - Present - Director - More Return Public Company Limited

Type of director proposed for election : Director

Number of years in position : 2 years 10 months

Meeting Attendance in 2022 : The Board of Directors Meeting 6 / 6 times

Holding directorship/executive positions in other companies

- Other listed companies : No position
- Non-listed company : 1 company
 2008 - Present General Manager Ban Thong Bus Co., Ltd.
- Other businesses that may cause conflicts of interest : No position

relationship style times

- Shareholding in the Company: None
- Being close relatives to executives/major shareholders of the Company/Subsidiaries : None

Remuneration information for directors for the year 2023

Criteria and Procedure for Proposal of Remuneration

The Board of Directors has assigned the Nomination and Remuneration Committee to initially consider the remuneration of directors. by proposing to the Board of Directors for approval. and presented to the Annual General Meeting of Shareholders for the year 2023 for further approval, including the approval of the maximum remuneration limit for each year and the determination of special remuneration.

Opinion of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has considered the appropriateness of the duties. Responsibilities assigned is defined and comparable to remuneration for directors in listed companies on the Stock Exchange of Thailand in similar industries and businesses as well as taking into account the performance, performance, business environment and overall economic conditions, the Nomination and Remuneration Committee resolved to determine the remuneration for the Board of Directors for the year 2023 in the amount not exceeding **4,300,000 baht (the same amount as the previous year)**, divided into monthly remuneration. Meeting allowance per time and special rewards

Opinion of the Board of Directors

The Board of Directors' Meeting No. 1/2023 held on February 24, 2023 considered remuneration for directors as proposed and recommended by the Nomination and Remuneration Committee. Resolved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the directors' remuneration for the year 2023 in the amount not **exceeding 4,300,000 baht (the amount equal to the previous year)** divided into monthly remuneration. Meeting allowance per time and special rewards

The composition of the Board of Directors' remuneration for the year 2023

remuneration details	2023 (proposed year)			2022		
	Compensation monthly	Meeting Allowance	special reward	Compensation monthly	Meeting Allowance	special reward
Board of Directors	40,000 15,000	25,000 20,000	depending on the turnover	40,000 15,000	25,000 20,000	depending on the turnover
-chairman	25,000 -	25,000 20,000	depending on the turnover	25,000 -	25,000 20,000	depending on the turnover
-director	-	25,000 20,000	depending on the turnover	- -	25,000 20,000	depending on the turnover
Audit Committee	4,300,000 baht			4,300,000 baht		

In the case of the chairman of the board and Chairman of the Audit Committee are the same person will receive monthly compensation only at the rate higher by only one amount

In 2022, the company paid remuneration to directors in total of 2,730,000 baht (details appear in the 2022 Annual Report under the topic of monthly remuneration and meeting allowance on page 99)

Auditors list and details of audit fees for the year 2023

In order to comply with Section 120 of the Public Limited Companies Act B.E. 2535 and Article 59. and Article 60 of the Company's Articles of Association, which requires that the Annual General Meeting of Shareholders appoint an auditor and determine the audit fee of the company every year. and through consideration and recommendations from the Audit Committee

The Board of Directors' meeting has considered and agreed to propose to the shareholders' meeting to consider and approve the appointment of Karin Audit Co., Ltd. as the audit firm of the Company and its subsidiaries for the year 2023 (using the same audit firm) by assigning one of the auditors according to List as follows to audit and express opinions on the Company's financial statements for the year 2023.

list of auditors	CPA No.	note
1. Mr. Jirote Sirirorote	5113	Has been a person who has signed the Company's financial statements for 1 year
2. Ms. Kannika Wipanurat	7305	Has been a person who has signed the Company's financial statements for 1 year
3. Ms. Nonglak Pattanabundit	4713	Has never signed the Company's financial statements

The above 3 auditors and Karin Audit Co., Ltd., which is an audit firm, were previously approved by the Board of Directors' Meeting and the Shareholders' Meeting. Karin Audit Co., Ltd. has been appointed as the auditor of the Company and its subsidiaries for 5 years. limited instead

In addition, Karin Audit Company Limited and such nominated auditors have no relationship and/or interest with the Company/subsidiaries/executives/major shareholders. or a person related to such person in any manner that would affect the independent performance of duties in any way

As for the auditor's remuneration The Audit Committee has already considered the duty of reviewing and auditing the financial statements of the Company and its subsidiaries. The Board of Directors agreed to propose to the shareholders' meeting to approve the audit fee for the Company and its subsidiaries for the year 2023 in the amount not exceeding 3,880,000 baht.

Comparison of auditor's remuneration in the past year

Auditor's remuneration	2023 (Proposed Year)	2022 (baht)	increase (decrease)	change
1. Audit fees of the Company and its subsidiaries	3,880,000	3,320,000	+560,000	+17%
2. Non-Audit fee	n/a	n/a	-	-

**Details of the agenda for amending the Articles of Association of the Company to be in line with
Public Company Limited Act (No. 4) B.E. 2565**

No.	Content	Content requested to be amended/added
26	The meeting of the Board of Directors of the Company shall be held at the locality where the Company's head office is located, or nearby provinces, or any other place as determined by the Chairman of the Board. or the person assigned by the Chairman will prescribe	The meeting of the Board of Directors of the Company shall be held at the locality where the Company's head office is located, or nearby provinces, or any other place as determined by the Chairman of the Board. Or the person assigned by the chairman will determine The meeting of the committee under paragraph one may be conducted via electronic media as provided in the law on electronic conferencing. In such case, the location the company's headquarters is the meeting place.
27	In summoning a meeting of the Board of Directors, the chairman or a person assigned by him shall send the meeting notice by registered mail. or directly delivered to the recipient or the recipient's representative by specifying the date, time, place and business meeting to directors no less than 7 days prior to the meeting date. Unless it is necessary or urgent to preserve the rights or benefits of the Company, the meeting can be called by other means and the meeting date can be set earlier.	In summoning a meeting of the Board of Directors, the chairman or a person assigned Send the meeting invitation by registered mail or delivered directly to the recipient or the recipient's representative or by electronic means specifying the date, time, place and business meeting to the directors not less than 3 days (three days) prior to the meeting date. Unless it is necessary or urgent to protect the rights or benefits of the Company, the meeting can be called by other means. or electronic means and set the meeting date earlier than that. The Board of Directors may send meeting invitations to the directors by electronic means. according to the channels, methods and within the period specified by the company or in accordance with the rules prescribed by the registrar
35	The Company's shareholders' meeting shall be held at the locality where the Company's head office is located. or nearby provinces or at any other places as determined by the Board.	The Company's shareholders' meeting shall be held at the locality where the Company's head office is located. or nearby provinces or at any other places as determined by the Board. “ If there is no specific prohibition by regulations The meeting of shareholders may be conducted via

No.	Content	Content requested to be amended/added
		<p>electronic media as provided in the law governing electronic conferencing.”</p> <p>The meeting of shareholders under the first paragraph may be conducted via electronic media as provided in the law governing electronic conferencing.</p>
37	<p>In notifying the meeting of shareholders, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time and agenda of the meeting. and the matters to be proposed to the meeting with reasonable details, clearly stating that they are for information, for approval, or for consideration. together with the opinion of the Board of Directors on such matters and delivered to the shareholders and the public company registrar for acknowledgment not less than seven (7) days prior to the meeting date. The notice of the meeting shall also be advertised in a newspaper at least three (3) days prior to the meeting date for a period of three (3) consecutive days.</p>	<p>In notifying the meeting of shareholders, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time and agenda of the meeting. and the matters to be proposed to the meeting with reasonable details, clearly stating that they are for information, for approval, or for consideration. together with the opinion of the Board of Directors on such matters and delivered to the shareholders and the public company registrar for acknowledgment not less than seven (7) days prior to the meeting date. and advertise the notice of the meeting in the newspaper or through electronic means via a website that is generally accessible or in accordance with the rules prescribed by the Registrar for 3 consecutive days, not less than 3 days before the meeting date.</p> <p>Sending the meeting notice to shareholders may be done by electronic means, through channels, methods, and within the period specified by the Company or according to the rules prescribed by the Registrar and given The committee shall determine the place to be used as the meeting place under the first paragraph.</p>
39	<p>in the shareholders' meeting Shareholders may authorize others to attend the meeting and vote on their behalf. Must be made in writing with the signature of the grantor. And follow the form prescribed by the Public Company Limited Registrar, to be given to the Chairman of the</p>	<p>in the shareholders' meeting Shareholders may grant proxies to others to attend the meeting and vote on their behalf. The proxy must be made in writing with the signature of the grantor. and follow the form prescribed by the Public Company Registrar, by giving it to the chairman of the board or the person designated by the chairman</p>

No.	Content	Content requested to be amended/added
	<p>Board. or the person designated by the chairman at the meeting place before the recipient proxy to attend the meeting and at least have the following items</p> <p>a. The number of shares held by the grantor</p> <p>b. Name of the proxy</p> <p>C. The time of the meeting where a proxy is granted to attend and vote at the meeting.</p>	<p>at the meeting venue before the proxy attends the meeting. and at least have the following items</p> <p>a. The number of shares held by the grantor</p> <p>b. Name of the proxy</p> <p>C. The time of the meeting where a proxy is granted to attend and vote at the meeting.</p> <p>The proxy under the first paragraph may be performed by electronic means instead must use a secure method and reliable that the proxy is made by the shareholder. in accordance with the criteria prescribed by the Registrar</p>

Details of independent directors

Shareholders who are unable to attend the meeting can appoint a proxy to exercise their rights on behalf of shareholders.

Name-Last Name : Police Major General Lattasanya Piansomphan
 position : Independent Director, Chairman of the Board
 and Chairman of the Audit Committee
 age : 70 years



Educational Qualifications - Master of Public Administration
 National Institute of Development Administration
 - Master of Laws
 Ramkhamhaeng University

History of training from the Association for the Promotion of Thai Institute of Directors (IOD)

- Director Accreditation Program
- Audit Committee Program
- Role of Chairman Program

Work Experience

2010 – Present Chairman of the Board of Directors/ More Return Public Company Limited
 Chairman of the Audit Committee
 2005 – 2009 Member of the Audit Committee, Thai Plywood Co., Ltd.
 2009 - 2010 Deputy Commissioner of Metropolitan Police National Police Agency

Conflict of interest in the agenda proposed in the meeting --None--

In case of granting proxy to an independent director to exercise the right instead Please submit a proxy form with a copy of your ID card. Or a copy of the company affidavit signed to certify the accuracy and return to the company by 3:00 p.m. on April 16, 2023 at the following address:

Proxy Form - Company Secretary Division

More Return Public Company Limited

No. 222/148-150 Baan Suan Chatuchak Condominium Soi Vibhavadi Rangsit 17, Vibhavadi Rangsit Road

Chatuchak, Chatuchak, Bangkok 10900

Details of independent directors

Shareholders who are unable to attend the meeting can appoint a proxy to exercise their rights on behalf of shareholders.

Name : Dr. Somchai Wongsapsin
Position : Independent Director / Audit Committee
Age : 51 years
educational qualifications Ph.D. in Organization Development Assumption University
 -Master Degree in Business Administration
 Thammasat University
 - Graduate Diploma in Auditing, Thammasat University
 - Bachelor Degree in Accounting, Assumption University
 (C.P.A. Thailand)



History of training from the Association for the Promotion of Thai Institute of Directors (IOD)

- Director Accreditation Program 170/2020
- Audit Committee Program

work Experience

Nov. 2000 – Present	executive director	Synergy Audit and Consulting Group
May 2005 – present	Master's degree Faculty of Business Administration Management Accounting and Enterprise Resource Planning (ERP)	Assumption University (ABAC)
Aug. 16 – Present	Member of Assumption University Council (Accounting and Finance)	Assumption University (ABAC)
Aug. 2018 – present	Finance and Property Management Committee	Assumption University (ABAC)
May 2017 – Present	Independent Director Member of the Audit Committee Member of the Nomination and Remuneration Committee	More Return Public Company Limited
Mar. 2019 – present	Information Technology Committee	warehouse organization
Oct. 2020 – present	Consultant, Information Systems Working Group (ERP System)	warehouse organization

Conflict of interest in the agenda proposed in the meeting --None--

In case of granting proxy to an independent director to exercise the right instead Please submit a proxy form with a copy of your ID card. Or a copy of the company affidavit signed to certify the accuracy and return to the company by 3:00 p.m. on April 16, 2023 at the following address:

<p style="text-align: center;">Proxy Form - Company Secretary Division</p> <p style="text-align: center;">More Return Public Company Limited</p> <p style="text-align: center;">No. 222/148-150 Baan Suan Chatuchak Condominium Soi Vibhavadi Rangsit 17, Vibhavadi Rangsit Road</p> <p style="text-align: center;">Chatuchak, Chatuchak, Bangkok 10900</p>

Definition of Independent Director

More Return Public Company Limited has defined the meaning of “Independent Director” means a director who does not perform the duty. In managing the company, subsidiaries, affiliates or juristic persons that may have conflicts are directors who are independent from the management and controlling shareholders. And the company specifies more stringent qualifications of independent directors than the criteria set by the Capital Market Supervisory Board as follows:

1. Holding shares not exceeding 0.5 % of the total number of shares with voting rights of the company, subsidiary company, associated company or juristic person that may have conflicts. Including shares held by related persons
- 2 Not being an executive director Not being an employee, staff, advisor who receives regular salary or controlling person of the company, subsidiary company, associated company or juristic person that may have conflicts.
3. No business relationship with the Company, subsidiaries, affiliates or juristic persons that may have conflicts in a manner that may obstruct independent judgment. Including not being a major shareholder Non-Independent Director or management of Those who have business relationship with the company, subsidiaries, affiliates or juristic persons that may have conflicts.
4. No blood relationship or by legal registration (as father, mother, spouse, sibling, and child, including spouse of child) with executives, major shareholders controller or a person who will be nominated as an executive or controlling person of the company, subsidiary, associated company or juristic person that may have conflicts
5. Not appointed as a representative of the Company's directors. major shareholder or share holders who are related to Major shareholder of the company
6. Not being an auditor of the company, subsidiary company, associated company or juristic person that may have conflicts. and not being a major shareholder Directors who are not independent directors, executives or managing partners of the audit firm which has auditors of the company, subsidiaries, associated companies or juristic persons that may have conflicts
7. Not being a professional executive Including providing services as legal advisors. or financial advisor which gets value services of more than 2 million baht per year from the Company, subsidiaries, affiliates or juristic persons that may have conflicts. A director who is not an independent director, executive or managing partner of the donor that professional service

8. Not having any other characteristics that make him unable to express independent opinions on the operations of the company.

In considering the qualifications of independent directors For the past period, in case of a new independent director who is not holding the position of independent director for the previous term, must not have been a person under items 2, 3, 6 and 7 within 2 years prior to being appointed as an independent director. In case an independent director is re-appointed as a director for another term, he or she must never be a person under items 3, 6 and 7 in the previous term before being appointed as an independent director for the current term. Unless it is in accordance with the criteria that have been waived according to the Announcement of the Council. Capital Market Supervisory Board

Articles of Association

Related to the Annual General Meeting of Shareholders

1. Determining the date of the shareholders' meeting and set the agenda for the shareholders' meeting
Determining the closing date of the register book and the date of the shareholders' meeting and the agenda of the shareholders' meeting

Article 14. During the twenty-one (21) days prior to the meeting of shareholders the company may close the register book and refrain from accepting registration. the transfer of those shares the announcement shall be made to the shareholders in advance at the head office and all branch offices of the Company not less than fourteen (14) days prior to the commencement date of cessation of share transfer registration.

Article 35. The Company's shareholders' meeting shall be held at the locality where the Company's head office is located. or nearby provinces or at any other places as determined by the Board of Directors

Article 36. A shareholder meeting shall be held at least once a year. Such meeting shall be called Such general meeting shall be held within four (4) months after the end of the Company's fiscal year.

Other shareholders' meetings are called "extraordinary general meetings"

The Board of Directors may call an extraordinary meeting of shareholders whenever it deems appropriate. or shareholders collectively holding shares of not less than one-fifth (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold. may sign each other's names in the same letter requesting the Board of Directors to call a meeting of shareholders in the request letter The purpose of the meeting must be clearly stated. The Board of Directors must convene a meeting within one (1) month from the date of receipt of the letter from the shareholder.

Article 37. In notifying the shareholders' meeting The Board of Directors shall prepare a meeting notice specifying the place, date, time and agenda of the meeting. and matters to be proposed to the meeting with appropriate details. It clearly states that it is proposed for acknowledgment, approval, or consideration. together with the opinions of the Board of Directors on such matters and delivered to the shareholders and the public company registrar for acknowledgment at least seven (7) days prior to the meeting date. The notice of the meeting shall also be advertised in a newspaper at least three (3) days prior to the meeting date. It must be advertised for a period of three (3) consecutive days.

2. Counting the quorum in the shareholders' meeting

Counting the quorum in the shareholders' meeting

Article 38. In the shareholders' meeting There must be no less than twenty-five (25) shareholders and proxies (if any) attending the meeting or no less than half of the total number of shareholders. and must hold shares amounting to not less than one-third (1/3) of the total number of shares sold thus forming a quorum

In the event that any shareholder meeting When one (1) hour has passed since the appointed time, the number of shareholders attending the meeting is inadequate to form a quorum as specified. If the shareholders' meeting was called because of the request of the shareholders The meeting was suspended. If the meeting of shareholders was not called at the request of the shareholders Make a new meeting and send it.

Notice of the meeting to shareholders not less than seven (7) days prior to the meeting date. In this later meeting A quorum is not required.

Article 39. In the shareholders' meeting Shareholders may appoint proxies to others to attend the meeting. and may vote on their behalf. The proxy must be made in writing with the signature of the grantor. and follow the form prescribed by the Public Company Registrar This shall be given to the chairman of the board or the person designated by the chairman at the place of the meeting before the proxy attends the meeting. and must contain at least the following items

- a. The number of shares held by the grantor
- b. Name of the proxy
- C. The time of the meeting where a proxy is granted to attend and vote at the meeting.

3. Conducting the meeting

Article 41. The Chairman of the Board shall be the chairman of the shareholders' meeting. In case the Chairman is absent from the meeting or unable to perform duties If there is a vice chairman The Vice Chairman shall preside. If there is no vice chairman or they are unable to perform their duties The shareholders present at the meeting shall elect one shareholder to preside over the meeting.

Article 42. In the shareholders' meeting Every shareholder has one vote per share.

In the event that a shareholder has a special interest in any matter Shareholders will not have the right to vote on that matter. In addition to voting for the election of directors

4. Voting for each agenda

Article 43. Voting of any resolution or approval of any business the meeting of shareholders must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote. Unless otherwise specified in these regulations. or in other cases as required by law or in the

following cases, a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting must be obtained. and have the right to vote

- a. Sale or transfer of all or important parts of the Company's business to other persons
- B. Purchase or transfer of the business of other companies or private companies to the Company
- C. making, amending or terminating the contract relating to the lease of all or important parts of the Company's business Assigning other people to manage the business of the company or amalgamation with other persons with the objective of sharing profit and loss
- D. Amendment to the memorandum of association or the articles of association of the company
- E. Capital Increase and Capital Reduction
- f. Issuance of debentures
- G. Amalgamation or Dissolution

List of documents that must be presented and delivered to the company for meeting registration

1. In case wishing to attend the meeting via electronic means in person Please attach your ID card / passport. (In the case of a foreigner) with signature certified true copy (Photocopies can be attached)
2. In case of proxy, please attach the proxy form together with supporting documents as required. by following Procedures *for using the electronic conference system Inventech Connect (Live Streaming) in Enclosure 10*

voting Criteria for vote counting and announcement of vote results**1. Voting practice for those who attend the meeting in person and of the proxies**

1.1 In this Annual General Meeting of Shareholders voting hold one share for one vote In conducting the meeting on each agenda Shareholders can vote for, agree, disagree or abstain on each agenda. Vote counting will be counted only. Shareholders voted against and/or abstained only. Then those votes will be deducted from the total number of votes. The remainder of the meeting attendance will be considered as agreeing votes on that agenda.

In voting, the shareholders can choose the agenda they wish to vote on. Then the system will display the voting buttons: 1. Agree (green), 2. Disagree (red), 3. Abstain (orange).

If shareholders want to cancel the last vote, they can press the button. "Cancel the last vote" in which the shareholders can amend their votes until that agenda is closed for voting. "Cancel the last vote" or "not vote", the company will assume that you agree with that agenda. And voting can be changed until the notice of voting closes.

1.2 In case of a proxy Accepting proxies from many shareholders Press to select "User icon" and press the button "Switch account" to access the accounts of other shareholders.

1.3 Any shareholder who has a special interest in any agenda will not have the right to vote on that agenda.

1.4 Shareholders have time to vote for 1 minute after the announcement of the opening of voting for each agenda. and when the voting result for each agenda has been closed The result of that agenda will be announced to the meeting later.

1.5 Shareholders who provide a proxy for others to attend the meeting and is a voting form according to the wishes of the shareholders. The Company used the votes of agreeing, disagreeing or abstaining. according to the wishes of the shareholders It has already been included in the registration for voting according to the agenda.

Voting in this 2023 Annual General Meeting of Shareholders is

1) **Agenda 1, 3, 4, 5 and 7** must be approved with a majority vote of the shareholders. attending the meeting and having the right to vote

2) **Agenda 6** must be approved with a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting and having the right to vote.

3) **Agenda 8** must be approved with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

Note: **Agenda 2** does not need to be voted as it is an agenda for acknowledgment.

2. Debriefing in the meeting room

2.1 Before voting on each agenda, the Company will give the meeting attendees an opportunity to ask questions. or express opinions on issues related to that agenda as appropriate

2.2 Participants who wish to ask questions or express their opinions on any agenda Can ask questions by pressing the button "Send a question / Question", choose an agenda. who want to ask, then type the question, then click on the symbol, send a question, or ask a question with voice by pressing the "Record/Record" button and ask a question with voice Once the question has been asked, press the "Stop for Record" button and press the "Send Question" button.


2.3 In case of questions related to that agenda A large number of questions have been sent into the system. The company will consider and select questions as appropriate.

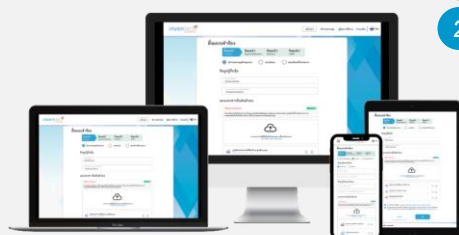
2.4 In case shareholders encounter problems accessing the meeting system or voting system Please study and follow the instructions in Enclosure 10 together with the invitation letter or contact Inventech Call Center at 02-931-9150 in case of system failure during the meeting. Shareholders will receive an email to return to the meeting through the backup system.

Guidelines for attending of Electronic Meeting by Inventech Connect

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

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

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://inv.inventech.co.th/MORE124523R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



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

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

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 12 April 2023 at 8:30 a.m. and shall be closed on 21 April 2023 Until the end of the meeting.

3. The electronic conference system will be available on 21 April 2023 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 16, 2023 at 5:00 p.m.

More Return Public Company Limited (Company Secretary)

222/148-150 Baan Suan Chatuchak Condominium Soi Vibhavadi Rangsit 17

Vibhavadi Rangsit Road

Chatuchak, Chatuchak, Bangkok 10900

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



02-931-9150



@inventechconnect

The system available during 12 – 21 April 2023 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



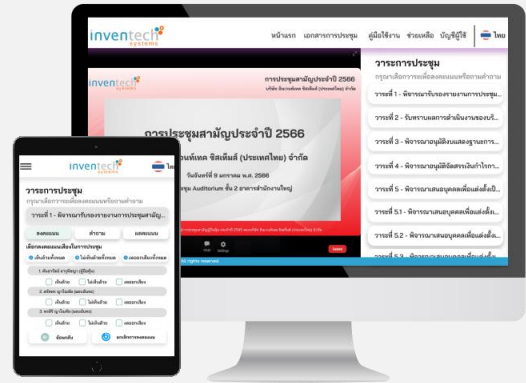
Report a problem

@inventechconnect

Step voting process (e-Voting)

Use Cases PC/Laptop and Mobile/iPad

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



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

Step to ask questions via Inventech Connect



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

How to use Inventech Connect



User Manual e-Request



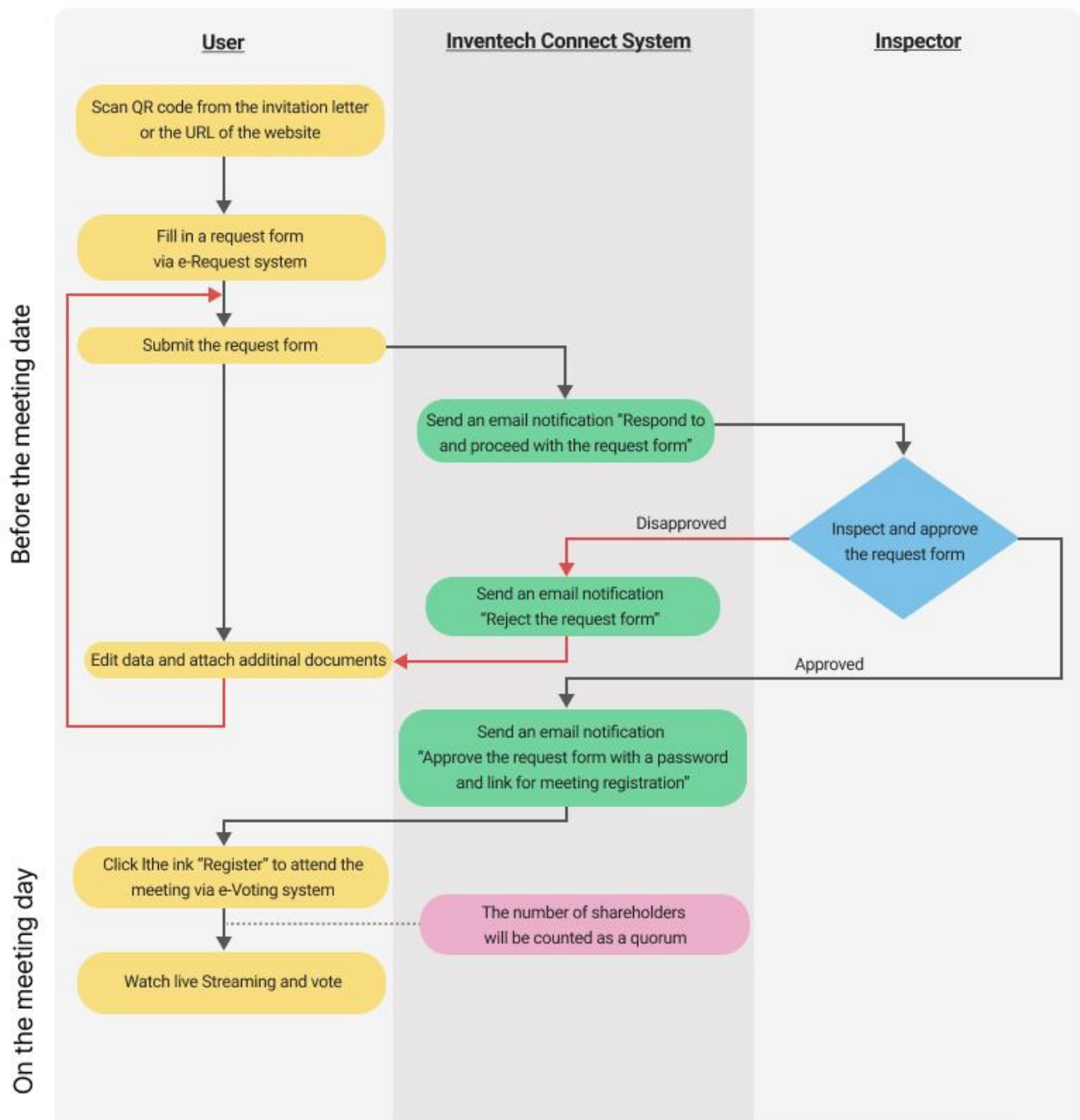
User Manual e-Voting

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

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**** The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



System Usage Conditions

In case of merging / changing accounts

In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user a has more than 1 account, he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting

In case of leaving the meeting

Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinished agenda items meeting base.

หนังสือมอบฉันทะ แบบ ข.

PROXY Form B.

เขียนที่ _____

Written at

1. ข้าพเจ้า _____

วันที่ _____ เดือน _____ ปี _____

I/We

Date

Month

Year

อยู่บ้านเลขที่ _____

Address

สัญชาติ _____

Nationality

2. เป็นผู้ถือหุ้นของ บริษัท มอร์ รีเทิร์น จำกัด (มหาชน)

being a shareholder of More Return Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น

holding the total amount of

shares

☐ หุ้นสามัญ _____ หุ้น

ordinary share

shares

(3) ขอมอบฉันทะให้ / Hereby appoint

ผู้ถือหุ้นสามารถแต่งตั้งบุคคลเป็นผู้รับมอบฉันทะได้ โดยผู้รับมอบฉันทะ คนเดียวเท่านั้น ที่จะเป็นผู้แทนของผู้ถือหุ้น ในการมาเข้าร่วมประชุมผู้ถือหุ้น ทั้งนี้ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ ก็ได้โดยกาเครื่องหมาย ✓ หน้า ชื่อกรรมการอิสระของบริษัทฯ ที่ปรากฏข้างท้ายนี้/Shareholder may appoint and only one of them shall represent him/her to attend the Meeting Shareholder may appoint Independent Directors of the Company by indicating ✓ in the boxes in front of their names listed below)

☐ 1. ชื่อ (Name)..... อายุ (age) ปี /years
อยู่บ้านเลขที่ (residing at) หรือ (or)

☐ 2. ชื่อ (Name) พลตำรวจตรี ลัทธสิริญา เพียรสมภาร กรรมการอิสระ/ ประธานกรรมการ/ประธานกรรมการตรวจสอบ /อายุ/Age 72 ปี/Years
อยู่บ้านเลขที่ 222/36 ซอยวิภาวดี 17 ถ.วิภาวดีรังสิต แขวงและเขตจตุจักร กทม. 10900/ Police Major General Latthasaya Piansomphan
/Independent Director/ Chairman of the Board / Directors Chairman of the Audit Committee 222/36 Soi Vibhavadi 17,
Vibhavadi Rangsit Rd. Sub-district and Chatuchak District, Bangkok

☐ 3. ชื่อ (Name) ดร.สมชาย วงศ์ทรัพย์สิน กรรมการอิสระและกรรมการตรวจสอบ อายุ/Age 52 ปี/Years อยู่บ้านเลขที่ 99/160 หมู่ 8
แขวงราชาเทวะ เขตบางพลี สมุทรปราการ / Dr.Somchai Wongsapsin Independent Director and Audit Committee Residing at
99/160 Moo 8, Racha Thewa Sub-district, Bang Phli District, Samut Prakan

คนหนึ่งคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันที่ 21 เมษายน พ.ศ.2566 เวลา 10.00 น. หรือ ที่ซึ่งพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

For the Annual General Meeting of Shareholders Year 2023 to be held on April 21, 2023, at 10.00 hours at (E-Meeting) or on the date and at the place as may be adjourned.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2565 ซึ่งประชุมเมื่อวันที่ 30 พฤศจิกายน 2565

Agenda no. 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/22, convened on November 30, 2022.

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with the following instructions:

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

วาระที่ 2

รับทราบผลการดำเนินงานและฐานะการเงินของบริษัท ประจำปี 2565

Agenda no. 2

Acknowledgment of the operating results and financial status of the Company for the year 2022.

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with the following instructions:

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

วาระที่ 3

พิจารณาอนุมัติงบการเงินประจำปี 2565 สิ้นสุดวันที่ 31 ธันวาคม 2565 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว

Agenda no. 3

To consider and approve the financial statements for the year 2022 ending on December 31, 2022, which have been audited by the auditors. authorized account

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with the following instructions:

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

วาระที่ 4

พิจารณาอนุมัติการจ่ายเงินปันผลและการจัดสรรกำไรเป็นทุนสำรองตามกฎหมาย

Agenda no. 4

To consider and approve the omission of dividend payments and the allocation of profits as legal reserves

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with the following instructions:

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

วาระที่ 5

พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 5

To consider and approve the appointment of directors to replace directors who retire by rotation

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

the proxy holder has the right to consider and vote on my behalf in all respects as he or she deems appropriate

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

allow the proxy to vote according to my wishes as follows:

- เห็นด้วยกับการแต่งตั้งกรรมการทั้ง 2 ท่านกลับเข้าดำรงตำแหน่งกรรมการของบริษัทอีกวาระหนึ่ง

Agree with the re-appointment of 2 directors to be the Company's directors for another term.

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

- เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้

Agree with the appointment of some directors as follows:

1. ชื่อกรรมการ นายปวิชัย โอภาส

Name of the Director Mr. Parawit Opas

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

☐ Agree

☐ Disagree

☐ Abstain

2. ชื่อกรรมการ นายภัทรบดี โฉมวงศ์

Name of the Director Mr. Phatrabordee Chomwong

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

☐ Agree

☐ Disagree

☐ Abstain

วาระที่ 6

พิจารณาอนุมัติการกำหนดค่าตอบแทนและเบี้ยประชุมสำหรับกรรมการประจำปี 2566

Agenda no. 6

To consider and approve the determination of remuneration and meeting allowances for directors for year 2023

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566

Agenda no.7

Consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2023

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8

พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทเพื่อให้สอดคล้องกับ พรบ.มหาชนจำกัด (ฉบับที่ 4) พ.ศ. 2565 ด้วยวิธีการทางอิเล็กทรอนิกส์

Agenda no. 8

Consider approving the amendment of the Company's Articles of Association to be in line with Public Company Limited Act (No. 4) B.E. 2565 by electronic means

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9

พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda no. 9

other business (if any).

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

5. ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

6. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

7. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda, or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendas specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้า ได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

ลงชื่อ _____ ผู้มอบฉันทะ
Signature _____ Proxy Grantor
(_____)

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature _____ Proxy Holder
(_____)

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อหนังสือมอบฉันทะ แบบ ข. ตามแนบ

In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท มอร์ รีเทิร์น จำกัด (มหาชน)

A proxy is granted by a shareholder of More Return Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 21 เมษายน 2566 เวลา 10.00 น. ในรูปแบบการประชุมแบบ E-AGM หรือที่จะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่น

In the 2023 Annual General Meeting of Shareholders on April 21, 2023, at 10:00 a.m. in the format of an E-AGM
meeting or adjourned to another date, time and place

วาระที่ _____ เรื่อง _____

Agenda no. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda no. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda no. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(b) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certified that the information contained in this Attachment to Proxy Form is complete and true.

ลงชื่อ _____ ผู้มอบฉันทะ
(_____)

ลงชื่อ _____ ผู้รับมอบฉันทะ
(_____)