



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:

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|---------------------------|---|
| 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 Wipanurat, 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 Share holders 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 Share holders 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