



# Invitation to the Annual General Meeting of Shareholders Year 2024

Friday, April 19, 2024

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 8 and 9)
2. The petition registration system will be operational from April 15, 2024 at 8:30 a.m. onwards. And the registration ends on April 19, 2024 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 meetings via electronic media only one channel. There was no meeting place arranged to accommodate shareholders.



April 4, 2024

Subject: Invitation to the 2024 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. 1/2024, held on February 23, 2024.
  2. Financial statements for 2023 and annual report in the form of a QR code (QR Code)
  3. Information of directors who have resigned from their positions upon the expiration of their terms and have been nominated to return to their positions.
  4. Information on directors' remuneration for the year 2024
  5. List of auditors and details of audit fees for the year 2024
  6. Information of independent directors for use in appointing shareholders' proxies.
  7. Company regulations regarding shareholder meetings
  8. List of documents that must be shown and delivered to the company in registering to attend the meeting, and voting, criteria for counting votes and announcement of results.
  9. Procedures for joining meetings via electronic media and notification of intent to attend the 2024 AGM of Shareholders via electronic media (E-Meeting) via app link or scanning QR Code.
  10. Proxy Form B  
(You can download the proxy form, Form A. or Form C. from [www.morereturn.co.th](http://www.morereturn.co.th))

The meeting of the Board of Directors of More Return Public Company Limited (the "Company") has resolved to set the date for the 2024 Annual General Meeting of Shareholders on Friday, April 19, 2024 at 10:00 a.m. in meeting format. Through electronic media (E-AGM) to consider various matters. According to the agenda with comments from the committee as follows:

**Agenda 1** Consider certifying the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024, held on February 23, 2024.

Principles and reasons

The Company held an Extraordinary General Meeting of Shareholders No. 1/2024 on February 23, 2024 and prepared a report of the said meeting. As well as disclosing information to the Stock Exchange of Thailand within the time specified in accordance with relevant laws and publishing the information on the company's website. (Details appear in Enclosure 1)

Opinion of the Board of Directors

The committee considered and was of the view that the minutes of the said meeting were correctly recorded, and complete. Therefore, it is deemed appropriate to propose to the 2024 Annual General Meeting of



Shareholders to consider adopting the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024, held on February 23, 2024, according to the minutes presented by the Board.

Number of votes required to pass a resolution

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

**Agenda 2** Acknowledge the operating results and financial position of the company for the year 2023.

Principles and reasons

The Company has summarized the operating results and financial position of the Company for the year 2023 (details appear in the financial statements for the year 2023 in the form of a QR Code, Enclosure 2).

Opinion of the Board of Directors

The committee has considered It is considered appropriate to propose this to the shareholder meeting. To acknowledge the company's operating results for the year 2023 as mentioned.

Number of votes required to pass a resolution

This agenda item does not require a vote from shareholders. Because it is an agenda for acknowledgment

**Agenda 3** Consider approving the financial statements for the year 2023, ending December 31, 2023, which have been audited by auditors. The account is authorized.

Principles and reasons

In order to comply with the Public Limited Companies, Act B.E. 2535 (and as amended) and according to the Company's Articles of Association, Section 56, the board of directors must prepare a balance sheet and profit and loss account for the year 2023, ending on December 31, 2023. The Company proposes to the 2024 Annual General Meeting of Shareholders for approval by the financial statements consisting of the statement of financial position and the statement of comprehensive income for the year 2023 ending December 31, 2023, which has been considered by the Company's Audit Committee. and has been audited by a certified public accountant. As details appear in the financial statements for 2023 in the form of a QR Code, Enclosure 2

There are important details summarized from the financial statements as follows:

financial status (Consolidated financial statements)	Year 2023 (Unit: million baht)	Year 2022 (Unit: million baht)
Total assets	1,485.84	2,002.20
Total debt	100.14	127.19
Total shareholders' equity	1,385.70	1,875.01

Performance (Consolidated financial statements)	Year 2023 (Unit: million baht)	Year 2022 (Unit: million baht)
Total income	89.10	140.21
Total cost	314.10	119.28
Net profit(loss)	(228.34)	12.01
Loss per share	0.02	0.00



#### 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 a good enough internal control system to ensure that the financial report accurately reflects the financial position and operating results of the company in accordance with accounting standards required by law. Including adequate and timely disclosure of information in the financial statements for the benefit of shareholders. Investors or users of financial statements in making investment decisions.

#### Opinion of the Board of Directors

The committee has considered It is deemed appropriate to propose to the general meeting of shareholders to consider and approve the balance sheet and income statement for the year 2023, ending on December 31, 2023, which have been considered by the Company's Audit Committee and have been audited by a certified public accountant.

#### Number of votes required to pass a resolution

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

**Agenda 4: Consider approving the suspension of dividend payments and the allocation of profits as legal reserves.**

#### Principles and reasons

The company has a dividend policy of not less than 40 percent of net profit after deducting corporate income tax and all legal reserves. If there is no other necessary reason and the dividend payment has no significant impact on the normal operations of the company. The Public Limited Companies Act B.E. 2535 (and its amendments) and the Company's Articles of Association, Section 51, require the company to set aside part of its annual net profits as a reserve fund of not less than 5 percent of the annual net profits until the reserve fund is sufficient. Not less than 10 percent of the registered capital and according to the Public Limited Companies Act B.E. 2535, Section 115, it is specified that dividends be paid from other types of money. Nothing except profit can be done. And in cases where the company still has accumulated losses, it is prohibited from paying dividends. Considering the Company's operating results as shown in the Company's separate financial statements for the year 2023 ending December 31, 2023, the Company had a net loss in the fiscal year of 228,342,627 baht and accumulated profits of 76,674,534 baht. Refrain from paying dividends and refrain from allocating profits as legal reserves.

#### Opinion of the Board of Directors

The committee has considered It is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider approving the omission of profit allocation as a legal reserve and the omission of dividend payments. According to the details presented above

#### Number of votes required to pass a resolution

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



**Agenda 5: Consider approving the appointment of directors to replace those who retire by rotation.**

Principles and reasons

According to Section 7 1 of the Public Limited Companies Act, B.E. 2 5 3 5 and according to the Company's Articles of Association, Section 18. stipulates that at the annual general meeting of shareholders The number of directors shall be not less than one-third. of the total number of directors on the board Resignation from office according to term If the number of directors cannot be divided into three parts, then issue the amount closest to one-third. and directors who have resigned from their positions You may choose to take up another position. Currently, the Company's Board of Directors has a total of 8 members.

In the 2024 Annual General Meeting of Shareholders, the directors who will have to retire from office at the rate of one-third of the total number of directors, representing 3 persons, are as follows:

1. Mr. Chatthaphum Khantiviriya
2. Mr. Kawin Chalermroj
3. Miss Wannisa Srisuchai

The Company has provided an opportunity for shareholders to nominate individuals to be considered for selection as Company Directors for the 2 0 2 4 Annual General Meeting of Shareholders via the Company's website between 23 November 2023 and 24 January. 2024 in accordance with 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 (which does not include nominated directors) jointly considered qualifications, knowledge, abilities and experience in various fields. Including the performance of each director's position and duties. Taking into account the diversity in the structure of the committee Qualifications as a director in various fields Suitability of qualifications, experience, and expertise Performance results as a company director in the past Including being a person who has all the qualifications and does not have prohibited characteristics according to Section 68 of the Public Limited Companies Act B.E. 2535 and the criteria set by the Securities and Exchange Commission. and the Stock Exchange of Thailand including other criteria Related It is seen that all 3 directors who are due to retire by rotation are qualified experts. Have knowledge, ability and experience in the company's business. And in the past, he has performed his duties as a director of the company effectively.

Opinion of the Board of Directors

The Board of Directors (excluding the nominated directors) has considered through the screening process in accordance with the Company's director selection criteria that the persons nominated as independent directors have the qualifications in accordance with the law. Relevant parties deem it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of directors who will retire from office upon completion of their terms to return to the position of director for another term in accordance



with the opinion of the Nomination and Remuneration Committee. In this regard, history and information on directors who have been nominated for appointment as directors this time Details appear in Enclosure 3 as follows.

1. Mr. Chatthaphum Khantiviriya
2. Mr. Kawin Chalermroj
3. Miss Wannisa Srisuchai

Number of votes required to pass a resolution

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

**Agenda 6** Consider and approve the determination of remuneration and meeting allowances for directors for the year 2024.

Principles and reasons

Section 90 of the Public Companies Act B.E. 2535 states that "Payment of directors' remuneration shall be in accordance with the resolution of the shareholder meeting, which consists of votes of not less than two-thirds of the total number of votes of shareholders present at the meeting."

Opinion of the Nomination and Remuneration Committee

Nomination and Remuneration Committee Considered the remuneration of directors for the year 2024 by considering and scrutinizing the suitability of the remuneration in accordance with their duties and responsibilities, and assigned responsibilities as well as comparing with businesses of similar type and size from the report on the survey of directors' remuneration rates for 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 propose setting a limit on board remuneration for 2024 in an amount not exceeding 4,000,000 baht (a reduced amount from 2023) without any other benefits. Information on directors' remuneration for the year 2024 appears in Attachment 4. In the case that the Chairman of the Board of Directors and the Chairman of the Audit Committee are the same person, they will receive monthly remuneration only at the rate that is higher than only one amount.

In 2023, the company paid directors' remuneration a total of 2,905,000 baht with no other benefits. (Details appear in the 2023 annual report, topic: Monthly remuneration and meeting allowances for directors, Part 2, Corporate Governance, page 50)

Opinion of the committee

The Board has considered the opinions of the Compensation Committee. It is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the determination of directors' remuneration for the year 2024 in an amount not exceeding 4,000,000 baht according to the proposal of the Remuneration Committee.



#### Number of votes required to pass a resolution

Votes 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 Consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2024.**

##### 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, Section 59. and Section 60, which require the general meeting of shareholders to 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. to be the company's auditors for the year 2024. This appointment is the seventh fiscal year because Karin Audit Co., Ltd. is a company that provides auditing services. Audit with standards and have expertise in auditing. Including an appropriate audit fee rate. It is proposed to be presented to the Board of Directors for consideration and approval by the Annual General Meeting of Shareholders.

##### Opinion of the committee

The committee agreed with the audit committee's proposal. It is considered appropriate to propose to the shareholder meeting to consider and approve the appointment of auditors from Karin Audit Company Limited as the auditing office of the Company and its subsidiaries for the year 2024, by designating any one of the auditors according to the list as follows. Go here. Is the person who audits and expresses opinions on the financial statements of the company and its subsidiaries in 2024.

1. Mr. Jiroj Sirirorj, Certified Public Accountant No. 5113 and/or
2. Ms. Kannika Ishimura, Certified Public Accountant No. 7305 and/or
3. Miss Nonglak Phattanabundit, Certified Public Accountant No. 4713

In this regard, the above 3 auditors and Karin Audit Co., Ltd., which is the auditing firm, had previously been approved by the board meeting and the shareholder meeting. To be the auditor of the company and its subsidiaries for 4 years. In the event that the above-mentioned certified public accountants are unable to perform their duties, Karin Audit Company Limited will arrange for another certified public accountant of Karin Audit Company. Co., Ltd. instead. In addition, Karin Audit Co., Ltd. and the nominated auditor have no relationship and/or interest with the company/subsidiaries/executives/major shareholders. or those related to such persons in a manner that will affect the independent performance of duties in any way

As for the auditor's compensation, the Audit Committee has considered the obligation to review and audit the financial statements of the Company and its subsidiaries. The Board of Directors' meeting agreed that it should be proposed to the shareholders' meeting to consider and approve the audit fee for the company and its subsidiaries for the year 2024 in an amount not exceeding 3,965,000 baht, with details appearing in Enclosure 5.



Number of votes required to pass a resolution

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

**Agenda 8 Consider other matters (if any)**

The company has published the invitation to the 2024 annual shareholder meeting together with meeting documents on the company's website. [www.morereturn.co.th](http://www.morereturn.co.th) as well and if any shareholders have questions that they would like the company to clarify on the issues of the agenda presented this time. Questions can be sent in advance to e-mail [secretary.more@morereturn.co.th](mailto:secretary.more@morereturn.co.th)

The company would like to invite shareholders to attend the meeting on the date and time mentioned. The company will open for shareholder registration starting at 8:00 a.m. Shareholders who wish to attend the meeting can attend the meeting in person or appoint a proxy. Others who are of legal age attend the meeting and vote on their behalf in the meeting. In the case that a shareholder wishes to appoint a proxy to an independent director of the company. Please send evidence as detailed in the attached document along with the proxy to the company at the address below by April 15, 2024 so that we can carry out your wishes further.

**Proxy - Company Secretary Section**

More Return Public Company Limited

No. 222/148-150 Baan Suan Chatuchak Condominium Soi

Vibhavadi Rangsit 17, Vibhavadi Rangsit Road

Chatuchak Subdistrict, Chatuchak District, Bangkok 10900

However, this general meeting of shareholders It is a meeting via electronic media in one form. The Company has established measures and guidelines for attending the 2024 Annual General Meeting of Shareholders, as detailed in Attachment 9. However, various processes and procedures may cause attendance at the meeting to be delayed and not received. Convenient as it should be the company would like to apologize for the inconvenience here.

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. 1/2024  
In the form of electronic meeting (E-EGM)**

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**Date Time**

Friday, February 23, 2024 at 10:15 a.m. via electronic media (E-EGM)

**Before the meeting begins**

Miss Nathaporn Sribunsukha acted as the moderator for this meeting. He welcomed all shareholders. To enter the Extraordinary General Meeting of Shareholders No. 1/2024 of More Return Public Company Limited and informed the meeting that There were 6 shareholders attending the meeting in person and 92 by proxy, for a total of 98 shareholders, all holding shares together. 5,226,547,835 shares, representing 72.8261 percent of the total number of shares sold in the company. A quorum was formed according to Article 38 of the Company's regulations, which stipulates that in a shareholder meeting there must be shareholders and proxies from shareholders (if any) attending the meeting in total of not less than 25 people and there must be shares counted. Not less than one-third of the total number of shares sold in the company. Therefore, there will be a quorum.

Therefore, from the number of shareholders attending the meeting and the said number of shares It is considered that a quorum is formed according to the Company's regulations before starting to consider various matters. According to the meeting agenda the meeting facilitator explained the voting methods and counting of shareholders' votes in each agenda as follows: This meeting The company will process, collect, use and disclose personal information. including still images Sounds and animations of all meeting participants for recording and preparing meeting minutes Meeting management, etc. in order

**How to practice voting Asking questions or expressing opinions in the meeting room Those who attended the meeting in person and by proxy**

1. The meeting will consider matters in the order of the agenda specified in the meeting invitation letter. Information will be presented in each agenda. and provide opportunities for shareholders to ask questions before voting and the results of the scores will be reported to the meeting. When the votes are counted in that agenda Finished in order

2. In voting Let shareholders choose the agenda they want to vote on. Then press the "Vote" button. The system will display 3 fields for voting: agree, disagree and abstain. If you want to cancel your vote, press the "Cancel Vote" button for shareholders. Whoever did not vote within the specified time The company will assume that the shareholder agrees with that agenda. and voting can make amendments Until there is notification of the closing of voting in that agenda. The company gives voting time 1 minute



and when the voting results for each agenda are closed. The results of that agenda will be announced to the meeting later.

3. In the event that the shareholder wishes to leave the meeting Before closing voting on any agenda Shareholders' votes will not be counted as a quorum for the said agenda. and votes will not be counted immediately for the remaining agenda items. However, leaving the quorum for any agenda item will not disqualify shareholders' rights. or a proxy to return to attend the meeting and vote on the next agenda in the system

4. Before voting on each agenda the company will give meeting attendees the opportunity to ask questions. or express opinions on issues related to that agenda as appropriate by selecting the agenda on which you want to ask questions or express opinions. Then press the “Question” button to type the desired question. Then press the “Send Questions” button. The company will answer questions in the conference room on the agenda related to that question. However, if there are a large number of questions sent, the company reserves the right to consider and select questions as appropriate.

5. In the case of a proxy Receive a proxy from many shareholders, click to select one. “User icon” and press the “Switch account” button to access the accounts of other shareholders.

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

**The voting at this Extraordinary General Meeting of Shareholders is as follows:**

1) Agenda 1, 2 and 3 must be approved by a vote. Not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

2) Agenda 4 must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

When the meeting facilitator had finished explaining the voting method, he then introduced the company directors attending the meeting as follows:

**Company directors attending the meeting**

In today's meeting, all of the Company's Board of Directors attended the meeting. There were 3 committee members attending the meeting at the live broadcast room as follows:

- |  |   |
|--|---|
| 1. Police Major General Latthasanya Phiansompan, | Independent Director / Chairman of the Board of Directors and Chairman of the Audit Committee |
| 2. Mr. Kawin Chalermroj,                         | Director / Chief Executive Officer  |
| 3. Dr. Somchai Wongsinsap,                       | Independent Director / Audit Committee Member   |



and there are 5 directors who conduct the video conference as follows:

- |                                 |  |
|---------------------------------|--|
| 1. Mr. Chathaphum Khantiviriya, | Director / Chairman of the Compensation Committee  |
| 2. Mr. Phatbodi Chomwong,       | Director   |
| 3. Mr. Prawit Opas,             | Independent Director / Audit Committee Member  |
| 4. Miss Wannisa Srisuchai,      | Director / Manager of Accounting, Finance and<br>(The most responsible person in the accounting and<br>finance department) |
| 5. Miss Kanokwan Boonprakob     | Director/Company Secretary   |

**Independent financial advisors from Silom Advisory Company Limited include:**

1. Mr. Tonsakul Prajakjit

**The meeting starts at 10:15 a.m.**

Police Major General Latthasanya Phiansompan, Chairman of the Board of Directors Serving as the chairman of the meeting, he opened the meeting. Ready to welcome the shareholders who attended the Extraordinary General Meeting of Shareholders No. 1/2024 today and assigned Ms. Nathaporn Sribunsukha to conduct the meeting according to the next agenda.

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

**Agenda 1 : Consider approving the reduction of the company's registered capital by eliminating unsold shares and amending the memorandum of association, Section 4, to be consistent with the reduction of registered capital.**

The meeting facilitator informed the meeting that the Board of Directors' meeting had resolved to propose to the shareholders' meeting to consider approving the reduction of the company's registered capital in the amount of 9,956,157.70 baht (nine million nine hundred fifty-six thousand one One hundred and fifty-seven baht and seventy satang) from the original registered capital. 368,793,579.75 baht is the new registered capital. 358,837,422.05 baht by eliminating 199,123,154 unsold registered common shares (one hundred ninety-nine million one hundred twenty-three thousand one hundred fifty-four shares) with a par value of 0.05 baht (five satang) per share, which is Additional common shares previously issued to support the exercise of the rights of warrants to purchase common shares of More Return Public Company Limited No. 2 (MORE-W2), which have been exercised for the last time. has already been completed and considered and approved the amendment to the memorandum of association, section 4, regarding registered capital. To be consistent with the reduction of the company's registered capital.

The meeting facilitator informed the meeting that there were questions as follows:

**Mr. Piyapong Prasatthong, a shareholder who came in person, would like to ask:**



Why does the IFA independent financial advisor think it is appropriate for shareholders Should not approve capital increase What is the reason for allocating shares? Please clarify so that shareholders can use their judgment in deciding whether to approve or not approve. In raising capital in a comprehensive manner for the highest benefit to shareholders and the company is important.

**Mr. Kawin Chalermroj, Chief Executive Officer Answered the following questions:**

In the IFA report, there are restrictions on disclosure under confidentiality agreements. Non-Disclosure Agreement between the company and Target Company. The company is aware of various risks and impacts. This arises from the restriction of not being able to specify the exact amount of money that will be received by issuing new ordinary shares to existing shareholders in proportion to their shareholding (“Right Offering”) this time. Conducting such a transaction is the wish and request of a group of minor shareholders who want the company to find new business channels or take any action that will create returns to reflect on the stock price or create good returns. to shareholders

And when no one had any comments or questions, the meeting facilitator further explained to the meeting that the resolution of the meeting in this agenda will be based on a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

The Chairman then asked the meeting to vote and the meeting facilitator summarized the meeting resolutions as follows:

**Meeting resolution**

Approved,	2,220,120,713	votes, equivalent to	42.4777 percent.
Disapproved,	847,057,816	votes, equivalent to	16.2068 percent.
Abstaining:	2,159,369,306	votes, equivalent to	41.3154 percent.

from the number 5,226,547,835 All votes attending the meeting and having the right to vote on this agenda

**Meeting Resolution:** The meeting resolved not to approve the capital reduction because the votes were less than three-quarters of the total number of votes of shareholders who attended the meeting and had the right to vote.

**Note:** The vote count includes the number of votes of Thai NVDR (NVDR), amounting to 2,119,132,506 shares.

The meeting facilitator informed the meeting that there was a question regarding voting.

**Mr. Parinya Parinyanusorn, a shareholder who came in person, asked about voting**

Acknowledged that the shareholders who attended the meeting + gave proxies were 72.8%, meaning that NVDR must be included. The question is, NVDR does not have the right to vote? Ask the management to clarify this point.

**Mr. Kawin Chalermroj, Chief Executive Officer Answered the following questions:**

Today's meeting has Thai NVDR (NVDR) actually attended the meeting. From listening to the tape of the telephone conversation in requesting to attend a meeting in the morning Thai NVDR (NVDR) has confirmed



that it has the right to attend the meeting as a shareholder. Even though there will be no proxy from shareholders in Thai NVDR. It is the first issue that must be discussed with the law again. As for the votes that came out, there were 2,119,132,506 Thai NVDR shares. Stocks are included in the vote counting base. What we all know is that Thai NVDR (NVDR) cannot vote. This issue is another issue that needs to be discussed.

**Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association**

Please confirm again. and recorded in the meeting report that there was a Thai NVDR Did you really come to the meeting or not?

**Mr. Kawin Chalermroj, Chief Executive Officer**

Shareholder meeting today Me Thai NVDR Actually attended the meeting. The quorum at the opening of the meeting was the total number of votes attending the meeting. 5,226,547,835 shares, representing 72.8261 percent of the total number of shares sold in the company. which includes the number of shares of Thai NVDR (NVDR) amounting to 2,119,132,506 Stocks are also there.

**Agenda 1 to Agenda 4 are related agendas and related to the capital increase. However, because Agenda 1 was not approved by the shareholder meeting. Consideration and approval of various matters as the details appeared in Agenda 2 to Agenda 4, it was not presented for consideration and approval from the shareholder meeting as follows:**

**Agenda 2** Increasing the registered capital of the company 1,076,512,266.15 baht by issuing additional common shares in the amount 21,530,245,323 shares with a par value of 0.05 baht per share (five satang) to be offered for sale to existing shareholders in proportion to their shareholding (Right Offering) in an amount not exceeding 14,353,496,882 shares and to support the exercise of rights according to the warrants. to purchase the Company's common shares for the 3rd time ("MORE-W3") in the amount of 7,176,748,441 shares and approve the amendment of the Memorandum of Association, Section 4, to be consistent with the increase in registered capital.

**Agenda 3** Issuance of warrants to purchase ordinary shares of the Company No. 3 ("MORE-W3"), an amount not exceeding 7,176,748,441 units, to existing shareholders of the Company who subscribed and were allocated additional ordinary shares. Issued and offered to existing shareholders in proportion to their shareholding (Rights Offering)

**Agenda 4** Allocation of additional common shares 21,530,245,323 shares, par value 0.05 baht (five satang)

4.1 Allocate additional common shares in the amount 14,353,496,882 shares with a par value of 0.05 baht per share to existing shareholders in proportion to their shareholding (Rights Offering) in the ratio of 1 existing common share to 2 additional common shares. At the offering price of 0.05 baht per share, in the case where there is a fraction of shares resulting from the calculation, the fraction of those shares must be rounded off.



4.2 Allocate additional common shares in an amount not exceeding 7,176,748,441 shares with a par value of 0.05 baht per share to support the exercise of rights according to the warrant to purchase common shares of the Company No. 3 ( " MORE-W3 ) which was allocated to the existing shareholders of the Company. Subscribe and be allocated additional common shares issued and offered to existing shareholders in proportion to their shareholding (Rights Offering) at the rate of 2 additional common shares per 1 warrant.

The Chairman thanked all the attendees and closed the meeting at 11:00 a.m.

Questions on agenda items 2 -4 and other agenda items sent into the system are as follows:

**Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association I would like to ask in Agenda 2 as follows:**

1. In the case of capital increase this time It is an effort that has been wanting to increase capital since the end of last year. But the meeting has been cancelled. and postponed to this time which makes investors wonder whether What is the real reason for canceling and postponing the meeting to this time? Because the stock price has dropped since the announcement of the first meeting. which has already affected investors

**Mr. Kawin Chalermroj, Chief Executive Officer, responded as follows.**

The company has never canceled a capital increase or a meeting. News about the company's capital increase at the end of the year. with today's meeting It's the same thing. Because the Board of Directors has resolved to increase capital from December 8, 2023.

- The company disseminates news through the stock exchange's information system. From the morning of December 12, 2023, with the record date set for December 26, 2023 and the shareholder meeting date set for January 19, 2024.

- On January 16, 2024, there was a letter from the Stock Exchange of Thailand's board of directors. Order to MORE Prepare a report on the opinion of the independent financial advisor (IFA) regarding the capital increase for sale to existing shareholders. and deliver the said report to shareholders The shareholder must have sufficient time to consider and study information from independent experts before approving the capital increase at the shareholder meeting on January 19, 2024. The said order was issued in advance of the meeting date. Extraordinary General Meeting of the Company's shareholders for only 3 business days.

“If MORE violates or fails to comply with the above orders Stock Exchange of Thailand Board may consider using power Temporarily suspend trading of MORE securities from the trading period following when MORE held a shareholder meeting without sending the IFA opinion report to shareholders. Including the Stock Exchange will not consider accepting newly issued ordinary shares from this capital increase of MORE as registered securities.”

On that day, the Company's Board of Directors saw that the said order was only 3 days in advance of the Extraordinary General Meeting of Shareholders of the Company, which the Company was unable to carry



out as intended by the resolution of the Stock Exchange of Thailand's board of directors. Definitely on time and if the company does not carry out the order, it will cause even more impact and aggravation to the shareholders.

Meeting of the Board of Directors Therefore, it was decided to postpone the date of the Extraordinary General Meeting of Shareholders, but the record date for meeting attendance and rights to increase capital remains on the same date.

**Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association I would like to ask in Agenda 2 as follows:**

2. To increase capital this time The Stock Exchange and SEC have ordered the appointment of an IFA to analyze suitability, and the IFA is of the opinion that it is inappropriate. This is a case that has never happened before in an RO capital increase, causing investors to worry, and even more so when the IFA states that it is inappropriate. The more you worry, the more you worry. Therefore, I would like to know why the committee still wants to increase capital even though the IFA deems it inappropriate.

**Mr. Kawin Chalermroj, Chief Executive Officer, responded as follows.**

This was the company's first experience of requiring an IFA to issue an RO. In the IFA study, there were restrictions on disclosure under confidentiality agreements. Non-Disclosure Agreement between the company and Target Company, the Audit Committee and the Board of Directors Be aware of various risks and impacts. This arises from the restriction of not being able to specify the exact amount of money that will be received by issuing new ordinary shares to existing shareholders in proportion to their shareholding ("Right Offering") this time. But doing such a transaction will open an opportunity for all other shareholders who are ready for funds. Participate in the management of the company In addition, the offering of additional common shares in the form of Right Offering is an offering of additional common shares on the same conditions. To all existing shareholders of the company equally Impacts and risks that may occur to shareholders from Dilution Effect is a mechanism that causes the organizational structure and/or financial structure of the company. It is consistent and appropriate to the changing situations in each period. In addition, the said item is the wish and demand of the small shareholder group that wants the company to find new business channels or take any action that will create returns to be reflected in the stock price or create good returns. to shareholders

**Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association Inquiries in Agenda 2 are as follows:**

3. To increase capital this time The Stock Exchange and the SEC, including the IFA, look at the issue of money received from the capital increase. There is still no clarity on the purpose of using the money. How to use the money Therefore, we ask the board of directors to clearly explain the purpose of using the money to shareholders at this meeting. What is the company's action plan? And there are guidelines to prevent the misuse of funds. Or how to prevent money from being leaked inappropriately?

**Mr. Kawin Chalermroj, Chief Executive Officer, responded as follows.**



We avoid doing PP to raise capital this time because in the past 3 years the company has never issued additional shares in the form of RO because of many restrictions. Unable to plan anything clearly It takes quite a lot of time. And with the economic situation, we don't want to disturb the small shareholders. Our shareholders have more than 10,000 people, but every time we increase capital through PP, we often face questions from regulatory agencies. Why do we not give rights to small shareholders?

- Regarding the purpose of using the money. After the company knows the exact amount of money received from RO, then we can clearly define it. Now all that can be done is an estimate. What we are doing in parallel at this time is that we are in the process of doing DD with Target Company and are in the process of preparing to procure an IFA to give opinions on the acquisition of Target Company. If the company acquires significant assets The company will comply with the criteria of the announcement of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand Board. is next in order

**Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association Inquiries in Agenda 4 are as follows:**

In the case of this allocation of additional capital shares The Stock Exchange and the SEC have issued news to shareholders to use caution in voting. In this regard, it is considered that the case of those who have not exercised their rights to increase capital will lose up to 75% of their voting rights. How does the board view this issue of dilution? Is there any way to provide compensation to existing shareholders who have not exercised their rights?

**Mr. Kawin Chalermroj, Chief Executive Officer, responded as follows.**

Dilution Effect is a mechanism that causes organizational and/or technical structures to Company's finances It is consistent and appropriate to the changing situations in each period. And doing such a transaction increases the opportunity for the company. Has operated a business producing and distributing health and beauty products, OEM or ODM, in order to build business relationships in various fields. This can be used to expand existing businesses and new businesses in the future, opening up various income generating channels to create good, sustainable returns for shareholders.

**Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association Inquire about other agenda items as follows:**

1. Cases that happened to the company has made investors worried that Will it become a problem between the regulatory agency and the company in the long run? The committee has made an effort to reveal information. How much understanding do you have with the capital market regulatory agencies? Because in the long run it must be considered that it affects the image of the company.

**Mr. Kawin Chalermroj, Chief Executive Officer, responded as follows.**

From meeting with the executives of the regulatory department at the stock exchange on the day the company was ordered to procure, the IFA discussed the issue that if today it was possible to distinguish between legal entities and individuals, everything that the regulating agency has done. It will be in





accordance with standard requirements. Or it will be the same norm. In the past, the company has operated in accordance with the steps set by the regulatory agency. or according to general criteria which the company must abide by, taking into account the interests of the majority of shareholders as important. However, any action or order What the regulatory agency has issued will reflect the image of that organization as well. Especially since it is a national organization. Being watched probably isn't just in Thailand.

**Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association Inquire about other agenda items as follows:**

2. I would like to know the clarity between the company, the board of directors, the current management team and the major shareholder who is a former executive. There are also connections that can lead to intervention. Or can they supervise the work? This is in order to create clarity. and stop doubts arising from investors including agencies that regulate capital markets

**Mr. Kawin Chalermroj, Chief Executive Officer, responded as follows.**

The issue of lawsuits filed by government agencies against major shareholder groups former executive and related people at present, I would like to clearly separate this issue. In the company that is a juristic person, it must still continue to conduct business. Currently, the company has tens of thousands of shareholders. The group of people in question is a very small percentage, less than 1% of all shareholders. At present, he has resigned from the position of executive director in order to prove his innocence and enter the justice process. In the company's work section, there is only 'Rolling Loud' because it is your personal connection that makes it possible. The Rolling Loud concert normally takes place in April. But this year it has been postponed to the end of the year. Because you have given the company the right to decide whether to continue organizing the Rolling Loud concert for a second year or not. If it does, we are ready to support and let you go make a plan and discuss it. Part of this capital increase will be used to organize the RL concert. You are ready to put in additional capital and coordinate various operations. In order to be able to organize the RL event this year, the company's operations in other business groups and shareholders who must be affected only because today the issue of the lawsuit against you is still not clear. make various operations of the company must be difficult because of the issues in this matter Or because of yourself? You are ready to step back and allow people who are ready to take the company and its shareholders forward. I don't want the company or shareholders who once believed in you to be affected or suffer as well.

**Mr. Chansakon Hirunrujipong Shareholders who came in person asked questions.**

Regarding the pyrolusite mineral, More Company paid 50 million baht in advance to the opposing company. Then the opposing company breached the contract and did not deliver the pyrolusite ore. More Company sued the court to recover the money and demand damages of 800-900 million baht. The court scheduled an investigation in December 2023. More Company informed shareholders that it would report progress. Still



haven't seen the notification as stated. I would like to ask what the results were and where the story has gone.

**Mr. Kawin Chalermroj, Chief Executive Officer, responded as follows.**

About the mineral pyrolusite the company paid according to the pyrolusite ore purchase contract in the amount of 20 million baht, not 50 million, and last December the parties requested mediation by giving away the pyrolusite ore. Compensate the company equivalent to the advance deposit of 20 million that the company has paid but is still undergoing work by the legal department on various issues. to be completed in order to reach a conclusion

**Mr. Chansakon Hirunrujipong Shareholders who came in person asked questions.**

Concert rolling loud Thailand 2023, is it really a profit or a loss? From the last shareholder meeting, the executives said that Rolling Loud Thailand 2023 had approximately 50,000 people per day attending the concert if compared with the estimated income, expenses, and profits of Rolling Loud Thailand 2024 that were sent to the consultant. Independent Financial IFA Worst case, 40,000 people attending the concert will still have a profit of 65.77 million baht. If Base Case, 60,000 people attend the concert, there will be a profit of 334.37 million baht. Therefore, Rolling Loud Thailand 2023 has 50,000 people attending the concert, so it is unlikely to be a loss. If there is a profit, please clearly explain the details of income and expenses.

**Mr. Kawin Chalermroj, Chief Executive Officer, responded as follows.**

Organizing the concert Rolling Loud Thailand last year was everything as planned, whether it was the lineup of artists, the number of people attending the event. and the audience's response was very good. Because the news about MORE happened just a few months before the event. Various operations It has moved forward almost 100%, whether it is finalizing the lineup of artists, preparing the venue. Preparation for various systems We cannot cancel such events. Because many negative consequences will follow. What happened is that the sponsor canceled more than 90% of the operations, almost no bargaining power, and the company was greatly affected by the news.

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

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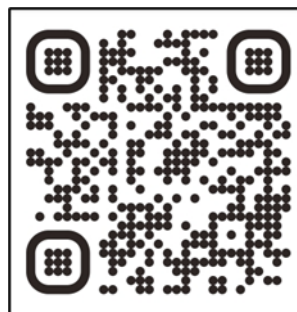
(Ms. Kanokwan Boonprakob)  
Company secretary

QR Code for Download 2023 Annual Financial Statements  
and 2023 Annual Report in digital book form



financial statements 2023

MORE



Annual Report 2023

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 2023.

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 2023.

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

\*\*\*\*\*

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



Position : Director/Chairman of the Nomination  
and Remuneration Committee

Age : 61 years

Education - Master of Business Administration  
Kasetsart University  
- Bachelor's degree in Accounting  
Chulalongkorn University

## History of training from the Association

for Thai Institute of Directors (IOD) - AC 8/200 - CSP 9/2005  
- RCC 6/2008 - DCP 100/2008

Work Experience 2013 - present - Director, More Return Public Company Limited  
- Chairman of the Nomination Committee  
and consider compensation

Interest in the agenda proposed in the meeting - none -

Type of directors proposed for election : Director

Selection Criteria and Methods: The Board of Directors has considered them through a screening process in accordance with the Company's director selection criteria.

Number of years previously held the position: 10 years

Meeting attendance in 2023 - 5 meetings of the Board of Directors out of a total of 5 times.  
- 1 meeting of the Nomination and Remuneration Committee  
from a total of 1 time

## Holding director/executive positions in other businesses

- Other listed companies : 2 companies
  - Year 2019- Present -Director of IT City Public Company Limited
  - 2014- present - Director of Communication and Systems Solutions Company Public Company Limited
- Non-listed companies: N/A
- Other businesses that may cause conflicts of interest N/A

## Relationship characteristics

- Shareholding in the company : N/A
- Being a close relative of an executive/

Major shareholder of the company/subsidiary : N/A

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

\*\*\*\*\*

**Name-Surname** : Mr. Kawin Chalermroj  
 (Proposed to be re-elected for another term)

**Position** : Director/ Chief Executive Officer

**Age** : 47 years

**Education** - Master of Science in Computer and Engineering  
 Management Assumption University



**History of training from the Association for Thai Institute of Directors (IOD)** - Director Accreditation Program  
 DAP 110/2014

**Work Experience** 2023– present - Director/Chief Executive Officer More Return Public Company Limited.  
 2013 - 2023 – Executive Director United Power of Asia Public Company Limited.

**Interest in the agenda proposed in the meeting** - none -

**Type of directors proposed for election** Director

**Selection Criteria and Methods:** -The Board of Directors has considered them through a screening process in accordance with the Company's director selection criteria.

**Number of years previously held the position:** 1year2months (entered the position on February 24, 2023)

**Meeting attendance in 2023** - 5 meetings of the Board of Directors out of a total of 5 times.

**Holding director/executive positions in other businesses**

- Other listed companies: -N/A-
- Non-listed companies: -N/A-
- Other businesses that may cause conflicts of interest: -N/A-

**Relationship characteristics**

- Shareholding in the company : N/A
- Being a close relative of an executive/  
 Major shareholder of the company/subsidiary : N/A

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

\*\*\*\*\*

**Name-Surname :** Miss Wannisa Srisuchai  
(Proposed to be re-elected for another term)

**Position :** Director

**Age :** 31 years

**Educational Qualifications:** -Bachelor's Degree (Accounting) First Class Honors  
Kasetsart University  
-Certified Public Accountant (CPA)



**History of training from the Association  
for Thai Institute of Directors (IOD):** Director Accreditation Program  
DAP 217/2024

**Work Experience** : 2023 - present - Director - More Return Public Company Limited.  
2017 – 2022 - Audit Manager - Grant Thornton Company Limited

**Interest in the agenda proposed in the meeting** - none -

**Type of directors proposed for election** Director

**Selection Criteria and Methods:** -The Board of Directors has considered them through a screening process in accordance with the Company's director selection criteria.

**Number of years previously held the position:** 1year2months (entered the position on February 24, 2023)

**Meeting attendance in 2023** - 5 meetings of the Board of Directors out of a total of 5 times.

**Holding director/executive positions in other businesses**

- Other listed companies: -N/A-
- Non-listed companies: -N/A-
- Other businesses that may cause conflicts of interest: -N/A-

**Relationship characteristics**

- Shareholding in the company -N/A-
- Being a close relative of an executive/  
Major shareholder of the company/subsidiary -N/A-

## Remuneration information for directors for the year 2024

### 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 2024 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 2024 in the amount not exceeding **4,000,000 baht (Decreased from 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. 1/2024 held on February 28, 2024 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 2024 to consider and approve the directors' remuneration for the year 2024 in the amount not **exceeding 4,000,000 baht (Decreased from 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 2024

remuneration details	2024 (proposed year)			2023		
	Compensation monthly	Meeting Allowance	special reward	Compensation monthly	Meeting Allowance	special reward
<b>Board of Directors</b>						
-chairman	40,000	25,000	depending on the turnover	40,000	25,000	depending on the turnover
-director	15,000	20,000		15,000	20,000	
<b>Audit Committee</b>						
-chairman	25,000	25,000	depending on the turnover	25,000	25,000	depending on the turnover
-director	-	20,000		-	20,000	
<b>Nomination and Remuneration</b>						
-chairman	-	25,000	depending on the turnover	-	25,000	depending on the turnover
-director		20,000			20,000	
Credit limit requested for approval	4,000,000 baht			4,300,000 baht		
Other non-monetary benefits	No other benefits			No other benefits		

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 2023, the company paid directors' remuneration a total of 2,905,000 baht (no other benefits) (details appear in the 2023 Annual Report, Part 2, Corporate Governance, page 49, topic: Directors' and Executives' Remuneration)

### Auditors list and details of audit fees for the year 2024

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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 2024 (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 2024 in the amount not exceeding 3,965,000 baht.

#### Comparison of auditor's remuneration in the past year

Auditor's remuneration	2024 (Proposed Year)	2023 (baht)	increase (decrease)	change
1. Audit fees of the Company and its subsidiaries	3,965,000	3,880,000	+85,000	+2%
2. Non-Audit fee	n/a	n/a	-	-



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 : 73 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 15, 2024 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** : 52 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 15, 2024 at the following address:

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 More Return Public Company Limited  
 No. 222/148-150 Baan Suan Chatuchak Condominium Soi Vibhavadi Rangsit 17, Vibhavadi Rangsit Road  
 Chatuchak, Chatuchak, Bangkok 10900

### 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

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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 9*

**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 2024 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.

**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.

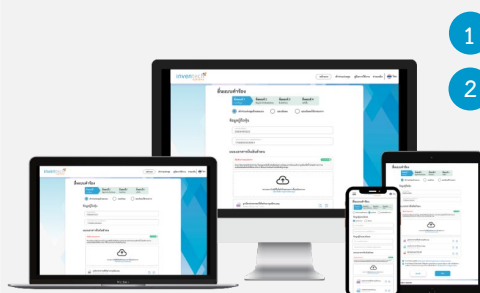
2.4 In case shareholders encounter problems accessing the meeting system or voting system Please study and follow the instructions in Enclosure 10 together with the invitation letter or contact Inventech Call Center at 02-931-9150 in case of system failure during the meeting. Shareholders will receive 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://app.inventech.co.th/MORE153927R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



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

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

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 10 April 2024 at 8:30 a.m. and shall be closed on 19 April 2024 Until the end of the meeting.

3. The electronic conference system will be available on 19 April 2024 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 15 April 2024 at 5:00 PM.


More Return Public Company Limited (Company Secretary Office)

No. 222/148-150 Baan Suan Chatuchak Condominium Soi Vibhavadi Rangsit 17 Vibhavadi Rangsit Rd.  
Chatuchak Subdistrict, Chatuchak District, Bangkok 10900

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

 02-931-9143

 @inventechconnect

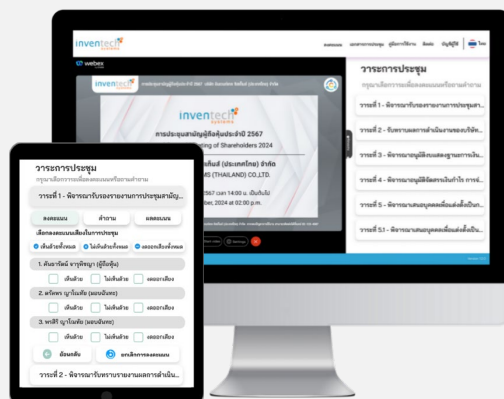
 The system available during 10 – 19 April 2024 at 08.30 a.m. – 05.30 p.m.  
**(Specifically excludes holidays and public holidays)**



Report a problem  
@inventechconnect

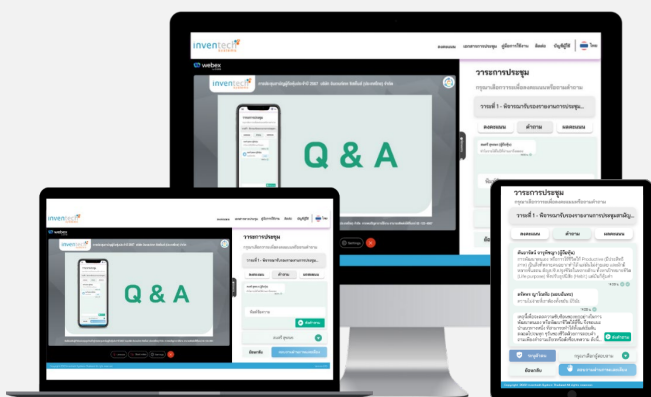
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

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



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

## Step to ask questions via Inventech Connect



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

## How to use Inventech Connect



User Manual e-Request



User Manual e-Voting



Video of using Inventech Connect

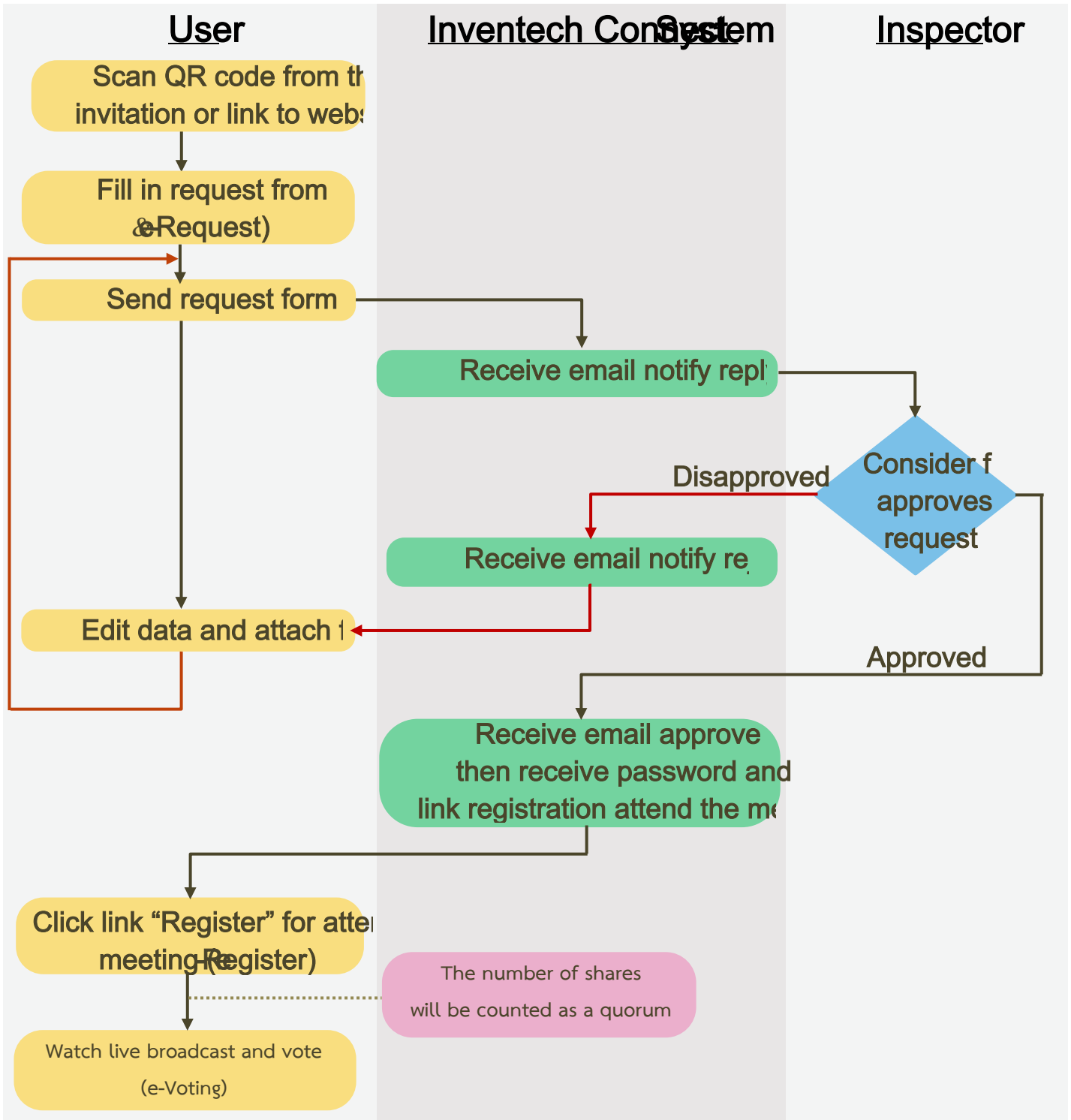
\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

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

Carried out before the meeting

Carried out on meeting day



Condition of use

**In case Merge account/change account**

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

**In case Exit the meeting**

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

หนังสือมอบฉันทะ แบบ ข.  
PROXY Form B.

อากรแสตมป์ 20 บาท  
Duty Stamp 20฿

เขียนที่ \_\_\_\_\_

Written at

1. ข้าพเจ้า \_\_\_\_\_  
I/We \_\_\_\_\_  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address \_\_\_\_\_  
สัญชาติ \_\_\_\_\_  
Nationality \_\_\_\_\_

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ ปี \_\_\_\_\_  
Date Month Year

2. เป็นผู้ถือหุ้นของ บริษัท มอร์ รีเทิร์น จำกัด (มหาชน)  
being a shareholder of More Return Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้  
holding the total number of..... shares and having the right to vote equal to .....votes as follows

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Ordinary share..... shares and having the right to vote equal to ..... votes

หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Preferred share..... shares and having the right to vote equal to..... votes

3. ขอมอบฉันทะให้ / Hereby appoint

ผู้ถือหุ้นสามารถแต่งตั้งบุคคลเป็นผู้รับมอบฉันทะได้ โดยผู้รับมอบฉันทะ **คนใดคนหนึ่งเพียงคนเดียวเท่านั้น** 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 ภัทรสถัญญา 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 19 เมษายน พ.ศ.2567 เวลา 10.00 น.หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น For the Annual General Meeting of Shareholders Year 2024 to be held on April 19, 2024, 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2567 ซึ่งประชุมเมื่อวันที่ 23 กุมภาพันธ์ 2567**

Agenda no. 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/24, convened on February 23, 2024.

(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 / Approve  ไม่เห็นด้วย/Disapprove  งดออกเสียง/ Abstain

**วาระที่ 2 รับทราบผลการดำเนินงานและฐานะการเงินของบริษัท ประจำปี 2566**

Agenda no. 2 Acknowledgment of the operating results and financial status of the Company for the year 2023.

**วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว**

Agenda no. 3 To consider and approve the financial statements for the year 2023 ending on December 31, 2023, 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:

เห็นด้วย / Approve  ไม่เห็นด้วย/Disapprove  งดออกเสียง/ Abstain

**วาระที่ 4 พิจารณานุมัติการงดจ่ายเงินปันผลและงัดกำไรเป็นทุนสำรองตามกฎหมาย**

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:

เห็นด้วย / Approve  ไม่เห็นด้วย/Disapprove  งดออกเสียง/ Abstain

**วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**

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 3 ท่านกลับเข้าดำรงตำแหน่งกรรมการของบริษัทอีกวาระหนึ่ง

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

เห็นด้วย / Approve  ไม่เห็นด้วย/Disapprove  งดออกเสียง/ Abstain

- เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้

Agree with the appointment of some directors as follows:

1. ชื่อกรรมการ นายฉัฐภูมิ ขันศิริวิริยะ

Name of the Director Mr. Chatthaphum Khantiviriya

เห็นด้วย / Approve  ไม่เห็นด้วย/Disapprove  งดออกเสียง/ Abstain

2. ชื่อกรรมการ นายกวิน เฉลิมโรจน์

Name of the Director Mr. Kawin Chalermroj

เห็นด้วย / Approve  ไม่เห็นด้วย/Disapprove  จดออกเสียง/ Abstain

3. ชื่อกรรมการ นางสาววรรณิศา ศรีสุไชย

Name of the Director Miss Wannisa Srisuchai

เห็นด้วย / Approve  ไม่เห็นด้วย/Disapprove  จดออกเสียง/ Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนและเบี้ยประชุมสำหรับกรรมการประจำปี 2567

Agenda no. 6 To consider and approve the determination of remuneration and meeting allowances directors for year 2024

(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 / Approve  ไม่เห็นด้วย/Disapprove  จดออกเสียง/ Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567

Agenda no.7 Consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2024

(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 / Approve  ไม่เห็นด้วย/Disapprove  จดออกเสียง/ Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda no. 8 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 / Approve  ไม่เห็นด้วย/Disapprove  จดออกเสียง/ 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 และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด 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. ในกรณีที่มวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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

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ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 19 เมษายน 2567 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> 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.
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 (b) 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 \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda no. Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> 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  
 ( \_\_\_\_\_ )