



INVITATION LETTER 2023

ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGM)

GLOBAL



20 23

ANNIVERSARY



Tuesday 11 April 2023 at 14.30 p.m.

At Meeting Room 5th floor, Siam Global House Public Company Limited
Head Office 232 Moo 19, Tumbon Robmuang, Amphur Muang, Roi-Et 45000



1 March 2023

Subject Invitation letter to the 2023 Annual General meeting of shareholders (AGM)

To : Shareholders of Siam Global House Public Company Limited

Attachments:

1. A copy of the Minutes of the Annual General Meeting of Shareholders for the year 2022
2. Annual Report 2022 in the form of QR Code
3. Report of the increase in stock capital of company (Form F 53-4)
4. Personal profile of the nominated directorial candidates
5. The Company's Articles of Association Concerning the Shareholders' Meeting
6. Definition of Independent Directors (for consideration of Agenda 8)
7. Condition and procedure for registration and proxy granting
8. Information of independent directors for considering granting as proxy of shareholders
9. Proxy form A, form B and form C
10. The guidelines for attending the Annual General Meeting of Shareholders 2022 under the situation of Coronavirus 2019 (COVID-19) outbreak
11. Privacy Notice for the Annual General Meeting of Shareholders 2023
12. Map of the venue of the meeting

The Board of Directors' meeting of Siam Global House Public Company Limited (the "Company") has resolved to determine the date of the Annual General Meeting of Shareholders for the year 2023 which will be held on Tuesday, 11 April 2023, 2.30 p.m. at Meeting Room 5th floor, Siam Global House Public Company Limited, Head Office, 232 Moo 19 Rob Muang, Muang, Roi Et to consider matters under the following agenda items:

Note : The Company invites shareholders to propose meeting agenda in advance to be submitted the shareholder's proposal as an agenda in the meeting from 3 October 2022 to 15 January 2023, but there was no agenda proposed by the shareholders.

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2022

Detail: The Company arranged the Annual General Meeting of Shareholders for the year 2022 on Friday 8, April 2022 at Meeting Room 5th floor, Siam Global House Public Company Limited, Head Office, 232 Moo 19 Rob Muang, Muang, Roi Et. The Copy of minutes of the meeting was disclosed on this letter as required by laws. (Please see Attachment No.1 for details.)

Board of Directors' Opinion: After due consideration, it was deemed appropriate to propose to the Annual General Meeting of Shareholders to certify the minutes of the Annual General Meeting of Shareholders for the year 2022, held on Friday 8th, April 2022.

Voting: This agenda must be approved by a majority vote of the shareholders who attended the meeting and cast their votes.

Agenda 2 To acknowledge the Company’s 2022 Operating Results and to approve the Audited Financial Statements for the year ended 31 December 2022.

Detail: The audited financial statements for the year ended 31 December 2022 is shown in the “Financial Statements” of the Annual Report 2022, which have been audited and certified by the Certified Public Accountant and reviewed by the Audit Committee and the Board of directors that it was accurate. The shown the financial status and the Company’s performance of the year 2022 are summarized as follows:

Unit : Million Baht

Transaction	As at 31 December 2022	
	Consolidated Financial Statements	Separate Financial Statements
Total Assets	39,148.21	37,894.51
Total Liabilities	17,057.12	16,369.90
Total Equity	22,091.09	21,524.61
Total Revenue	35,978.40	35,442.67
Net Profit for the year	3,505.90	3,348.97
Profit (loss) attributable to : Equity holders of the parent	3,486.87	3,348.97
Profit (loss) attributable to : non-controlling interests	19.03	-
Total comprehensive income attributable to : Equity holders of the parent	3,399.35	3,352.52
Total comprehensive income attributable to : Non-controlling interests	28.35	-
Earnings per share attributable to equity holders of the parent (Baht / Share)	0.7262	0.6975

The details are shown in the “Financial Statements” of the Annual Report 2022 of the Company which were delivered to the shareholders with Invitation letter to the 2022 AGM. (Please see Attachment No.2 for details.)

Board of Directors’ Opinion: After due consideration, the Board found it appropriate to propose to the Annual General Meeting of Shareholders to acknowledge the 2022 operating results and to approve the Audited Financial Statements for the year ended 31 December 2022 which have been audited and certified by the Certified Public Accountant and reviewed by the Audit Committee and the board of directors respectively.

Voting: This agenda must be approved by a majority vote of the shareholders who attended the meeting and cast their votes.

Agenda 3 To consider and approve regarding the allocation of net profit for the year 2022 as legal reserves and the dividend payment

Detail: As required by law, the Company must allocate the net profit as legal reserves not less than 5 percentages of the net profit until it reach 10 percentages of registered capital. Since the legal reserves of the Company as at 31 December 2022 were Baht 484,182,751.00 which accounted to 10.08% of registered capital which has reached as stipulated by law, therefore, there will be no further allocation of the net profit for the year 2022 as

legal reserves. In addition, according to the Company's dividend policy, dividends must be paid out to shareholders at least 30 percentages of the net profit for the year after deduction of all types of reserves stipulated by law and the Company's Articles of Association. After due consideration by the Board of directors, it was deemed appropriate to propose the Company to pay the dividends to the shareholders for the year 2022 in forms of :

Paying in common stock dividend in an amount which not exceeding 200,072,363 shares at the par value of Baht 1 per share to the Company's shareholders at the rate of 24 (Twenty - four) existing shares per 1 (One) stock dividend with the total amount of shares not exceeding Baht 200,072,363 or shall be converted for dividend payment at Baht 0.0416666665 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash instead of stock dividend at the rate of Baht 0.0416666665 per share.

Paying in cash dividend at the rate of Baht 0.2546296296 (10decimal), or not exceeding in total of Baht 1,222,664,445.81

The total of the stock dividend and the cash dividend payment in a whole year shall be equivalent to the rate of Baht 0.2962962961 (10 decimal) per share which can be calculated as in the total amount of approximately Baht 1,422,736,808.81 or 42.48 percentages of net profit in 2022 (after paid off by legal reserves). All dividends shall be deducted for the withholding tax at the rate stipulated by law.

By specifying the list of shareholders who are entitled to receive the dividends in forms of stock and cash dividends on Monday 27 February 2023 which the date of dividend payment is on Thursday 11 May 2023. However, the granting of such rights of the Company is not yet definite, because an approval by the Annual General Meeting of Shareholders is still required.

Details of dividend payment for the year 2019 - 2021.

Year	2019	2020	2021
Earnings per share (Baht / Share)	0.4853	0.4336	0.7052
Dividend per share (Baht / Share)	0.2053	0.2305	0.2548
Proportion of dividends payment of net profit (%)	52.12	53.16	42.30

Note : The earning per share above is basic earnings per share which based on the financial statements of each year, that did not adjust the number of shares of previous years due to the increase of capital for stocks dividend payment.

Board of Directors' Opinion : After due consideration, the Board found it appropriate to propose to the Annual General Meeting of Shareholders to approve the dividend payment by share and cash from the net profit for the year 2022 and acknowledged the matter of no allocation of legal reserves as proposed by the Board.

Voting : This agenda must be approved by a majority vote of the shareholders who attended the meeting and cast their votes.

Agenda 4 To approve the reduction of the Company’s registered capital by cancelling unissued registered shares remaining from the stock dividend allocation according to the resolution of the Annual General Meeting of shareholders for the year 2022 in total of 7,074 shares with the par value of Baht 1, and to amend Clause 4 of the Company’s Memorandum of Association and relevant document to be in line with the decrease of the registered capital

Detail : According to the Public Limited Companies Act, B.E.2535, section 136 has determined that the Company may increase the amount of its registered capital by issuing new shares and may be made after all the shares have been completely sold and paid-up in full, or, if the shares have not been completely sold, the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or share warrant.

For the reasons mentioned above, the Meeting is proposed to consider and approve the reduction of the Company’s registered capital from Baht 4,801,743,807.00 to Baht 4,801,736,733.00 by canceling 7,074 unissued registered ordinary shares with the par value of Bath 1 each, totaling Baht 7,074.00 which is the registered ordinary shares to support dividend payment according to the resolution of the Annual General Meeting of shareholders for the year 2022 held on 8 April 2022 which remained unissued in the total amount of 7,074 shares, including amend Clause 4 of the Company’s Memorandum of Association inclusive of related documents to be in line with the decrease of the registered capital as follow ;

Clause 4	Registered Capital amount	4,801,736,733.00	Baht
	Divided to	4,801,736,733	Shares
	Par Value	1.00	Baht
	By separating to		
	Ordinary Shares	4,801,736,733	Shares
	Preference Shares	-	Share

Board of Directors’ Opinion : The Annual General Meeting of Shareholders shall approve the reduction of the Company’s registered capital from Baht 4,801,743,807.00 to Baht 4,801,736,733.00 by canceling 7,074 unissued ordinary shares with the par value of Baht 1, totaling Baht 7,074.00 and to amend Clause 4 of the Company’s Memorandum of Association inclusive of related documents to be in line with the decrease of the registered capital.

Voting : This agenda must be approved majority of not less than three-fourth of the total votes of shareholders attending the meeting and eligible to cast the votes.

Agenda 5 To approve the increase of the Company’s registered capital of 200,072,363 shares with the par value of Baht 1 to support the dividend payment, and to amend Clause 4 of the Company’s Memorandum of Association to be in line with the increase of the registered capital.

Detail : To support the stock dividend payment total 200,072,363 shares, hereby to approve the increase of the registered capital in the ordinary share, a total of 200,072,363 shares with the par value of Baht 1 each Baht 4,801,736,733.00 to be Baht 5,001,809,096.00 and to amend Clause 4 of the Company’s Memorandum of Association to be in line with the increase of the registered capital as follow;

Clause 4	Registered Capital amount	5,001,809,096.00	Baht
	Divided to	5,001,809,096	Shares
	Par Value	1.00	Baht
	By separating to		
	Ordinary Shares	5,001,809,096	Shares
	Preference Shares	-	Share

Board of Directors' Opinion : The Annual General Meeting of Shareholders should approve the increase the registered capital from Baht 4,801,736,733.00 to be Baht 5,001,809,096.00 by issuing 200,072,363 new shares with the par value of Baht 1 each and to amend Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital.

Voting : This agenda must be approved majority of not less than three-fourth of the total votes of shareholders attending the meeting and eligible to cast the votes.

Agenda 6 To approve the allocation of additional ordinary shares 200,072,363 shares to support the stock dividend payment.

Detail: As the Company adopted a resolution regarding the dividend payment as described in Agenda 3, the Company shall allocate ordinary shares to support the stock dividend payment for 200,072,363 shares with the par value of Baht 1 each to the company's shareholders in 24 existing shares per 1 stock dividend. The Company also enclosed The Capital Increase Report Form (F 53-4) in this document. (Please see Attachment No.3 for details)

Board of Directors' Opinion : The Annual General Meeting of Shareholders should approve the allocation of additional ordinary share 200,072,363 shares with the par value of Baht 1 each to support the stock dividend payment as proposed.

Voting : This agenda must be approved by a majority vote of the shareholders who attended the meeting and cast their votes.

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

Detail : According to the Public Limited Companies Act, B.E.2535, and Clause 40 (5) of the Memorandum of association, has determined that the business where the Annual General Meeting of shareholders shall convene the meeting with follow; (5) consider to appoint the Auditors and Audit Fee.

The Audit & Risk Management Committee's opinions : The Audit & Risk Management Committee has considered auditors for auditing the financial statements for the year 2023 by considering independence of the auditor, qualifications, skills and knowledges, experience in business and the financial statement auditing in the past year including the performance of auditors from M.R. & ASSOCIATES CO., LTD. The Audit & Risk Management Committee has opinions for the Board of Directors to propose to the Annual General Meeting of Shareholders to approve and appoint the auditors and determine the audit fee of the year 2023; with details as the following:

(1) **Names and Audit firm** proposed to appoint the auditors from M.R. & ASSOCIATES CO., LTD. To be the Auditors of the year 2023 by determining anyone of auditors to conduct the audit and express an opinion on the Company's financial statements as follow;

1. Mr. Methee Ratanasrimetha CPA No. 3425 (has signed the Company's financial statements for 5 years for the fiscal year ended December 31, 2018 - December 31, 2022) and / or
2. Miss. Varaporn Vareesawedsuvan CPA No. 5087 (has never signed the Company's financial statements) and / or
3. Mr. Akadet Pliensakul CPA No. 5389 (has never signed the Company's financial statements) and / or

4. Miss. Kornthip Wanichwisedkul CPA No. 6947 (has never signed the Company's financial statements)

- (2) The Audit Fee of the year 2023 proposed to determine the Audit Fee of the year 2023 in amount of Baht 4,050,000.00 which is appropriate rate compared to the quantity of work and audit fees of other listed companies in the same level.

Audit Fee (Excluded others expenses)	2023 (Proposed)	2022	2021
Annual audit fee and quarterly review fee (Baht)*	4,050,000.00	3,900,000.00	3,400,000.00
Non Audit Fee	None	None	None

Remark * The Audit fee as mentioned above is excluded others expenses such as copy expenses, traveling expenses, office supplies expenses, etc. which the auditors shall charge with the company as much as actually paid.

Board of Directors' Opinion : After having considered the matter, the Board of Directors agree with the proposal of the Audit and Risk Management Committee, therefore, proposed to the Annual General Meeting of Shareholders to consider the approval for the appointment of auditors and determination of the audit fee for the year 2023 in amount of Baht 4,050,000.00, according to the Audit and Risk Management Committee recommended. The Auditors 'names as below ;

Mr. Methee Ratanasrimetha	Certified Public Accountant No.3425 and / or
Miss. Varaporn Vareesawedsuvan	Certified Public Accountant No.5087 and / or
Mr. Akadet Pliensakul	Certified Public Accountant No.5389 and / or
Miss. Kornthip Wanichwisedkul	Certified Public Accountant No.6947

By the auditors who has signed in the financial statement shall continue to perform their duties not exceeding 7 years. Presently, the auditor who has signed in the financial statement is Mr. Methee Ratanasrimetha, who perform his duty for 5 years since the end of the accounting period as at 31 December, 2018 – 31 December, 2022. Anyhow, the auditors have been proposed above that no relationship and /or no conflict of interest in the company, subsidiary, executives, major-shareholders or any related to such persons, therefore, they have independence in auditing and expressing opinions to the financial statement of the company. The auditors of the Company and the auditors of subsidiary company that established in Cambodia, they are not in the same audit firm. However, the Board of Directors shall ensure that the financial statements be prepared within the time frame and ensure that the auditors verify the information before preparing the consolidated financial statements.

Voting : This agenda must be approved by a majority vote of the shareholders who attended the meeting and cast their votes.

Agenda 8 To consider and appoint directors replacing those who would retire by rotation.

Detail : According to the Public Limited Companies Act, B.E.2535 and Article 19 of Company's Articles of Associations, determined that one-third of total number of directors, or the number nearest to one-third must retire by rotation at the Annual General Meeting of Shareholders. The directors retired in the first and second year after registration of a public company limited shall be decided by drawing lots. In subsequent years, the directors who have been in office longest shall retire first but may also be re-elected.

In the Annual General Meeting of Shareholders 2023, there are 4 directors must retire by rotation as follow;

- | | | | |
|----|-----------------------------|----------|--|
| 1. | Dr. Vongsak Swasdipanich | Position | Director/ Member of Audit and Risk Management Committee / Member of Nomination and Remuneration Committee / Independent Director |
| 2. | Mr. Witoon Suriyawanakul | Position | Director / Member of Nomination and Remuneration Committee / Chairman of Executive Committee. |
| 3. | Mr. Paramate Nisagornsen | Position | Director |
| 4. | Mr. Kriangkai Suriyawanakul | Position | Director / Executive Director / Member of Sustainability and Corporate Governance Committee. |

The company gives shareholders an opportunity to propose name of qualified candidates for director position in advance to be submitted the shareholder's proposal as an agenda of the appointment of director at the meeting from October 3, 2022 to January 15, 2023 by publicizing through reporting news system of the Stock Exchange of Thailand and on the company's website. Anyway, when it's due as aforesaid, there were none of the proposals for candidates to be elected as the company's directors.

Opinions of the Nomination and Remuneration Committee : The Nomination and Remuneration Committee exclude directors with conflict of interest have considered and screen the qualifications, experience, and expertise of all directors who retire by this rotation. And they have an opinion that all four directors are fully qualified according to the Public Limited Companies Act B.E. 2535 that directors shall be knowledgeable and have experience that is beneficial to the company's operations, it is appropriate to propose the appointment of four directors to be directors for another term. By Dr.Vongsak Swasdipanich, has held the position of independent director in the Company for 6 years and 11 months. And if reelected by this Annual General Meeting of Shareholders and continue to hold this position to term, the total term shall amount to 9 years 11 months.

The Nomination and Remuneration Committee has considered to propose the appointment of all 4 directors to take a post of directors for another tenure. The profiles of directors are enclosed in the attachment no.4, on page 26 to 31 of invitation letter.

Board of Directors' Opinion : The Board of Directors exclude directors with conflict of interest, have considered and agreed with the proposal of the nomination and remuneration committee, due to those 4 directors that is Dr. Vongsak Swasdipanich Mr. Witoon Suriyawanakul Mr. Paramate Nisagornsen and Mr. Kriangkai Suriyawanakul, who are the persons nominated herein, have passed the consideration in accordance with the procedures prescribed by the Company and are qualified in accordance with the relevant laws and they are suitable for the company's business operations.

In this regard, the Board of Directors have considered that Dr.Vongsak Swasdipanich, the person nominated to hold the position of independent director are able to give opinions independently and in compliance with the relevant criteria and having qualifications prescribe in laws relating to independent directors' requirement. Also, there was no shareholders proposed the list of persons for consideration to be elected as directors. Therefore, the Board of Directors has approved to propose to the Annual General Meeting of Shareholders for consideration of the approval to re-appoint 4 directors who retired by rotation to be company's directors for another term.

Voting : This agenda must be approved by a majority vote of the shareholders who attended the meeting and cast their votes.

Agenda 9 To consider and approve remuneration and bonus of the directors for the year 2023

Detail : According to Clause 24 of the Company’s Articles of Association specifies that “the Directors are entitled to receive the remuneration from the Company by consideration of the Shareholders’ Meeting. The remuneration may be specified in the certain amount of money or criterions for consideration from time to time, or in effective all time until such has been changed. In addition, the directors will be entitled to receive allowance and welfares according to the Company’s rules”.

The contents in the first paragraph will not be affected to the right of staff or employee of the Company who is elected to be the director to receive the remuneration and benefits as the staff or employee of the Company.

The Nomination and Remuneration Committee’s Opinions : The Nomination and Remuneration Committee has carefully considered the remuneration and bonuses of directors for the year 2023, taking into account the appropriateness in accordance with good corporate governance principles; that is the company’s operating result, duties and responsibilities of directors, comparing companies in the same business or industry and overall business circumstances. And have an opinion that the remuneration of directors for the year 2023 should be proposed by not exceeding Baht 24,000,000.00 which is higher than the past years in order to support the increasing number of meetings. Due to the Board of directors have the resolutions to approve the appointment of the Sustainability and Corporate Governance Committee in last year, to support the Board of Directors in establishment the environmental, social, and governance policy of the Company, and also other benefits for annual health check-up, and medical treatment. Also, in return to directors who have dedicated their abilities to contribute to the company’s development with always good performance.

As well as the increase of stores every year. By the end of 2022, there are a total of 77 stores.

The directors’ remuneration consists of the monthly remuneration only for directors who are not employees of the Company, remuneration per meeting attendance (include group of sub-committees) and bonus at the rate not exceeding of 0.70% of dividend paid to shareholders which the Chairman will consider and appropriately allocate to each director and other benefits for annual health check-up and medical treatment.

The Comparison of detail of the remuneration for the Company’s Directors in the previous years

Year	Approval amount (Baht)	Actual amount paid (Baht)		
		Monthly remuneration & Meeting remuneration	Bonus	Total
2020	15,000,000.00	5,723,833.32	7,438,280.40	13,162,113.72
2021	15,000,000.00	6,650,000.00	7,000,000.00	13,650,000.00
2022	15,000,000.00	6,695,000.00	8,305,000.00	15,000,000.00

Board of Directors’ Opinion : The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee; therefore, it was deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration on the approval the directors’ remuneration for the year 2023 not exceeding of Baht 24,000,000.00 which is higher than the past years in order to support the increasing numbers of meetings and support other benefits for annual health check-up and medical treatment, as the Nomination and Remuneration Committee proposed. The details of remuneration as follows :

Details of Remuneration	Chairman	Director
1. Monthly remuneration	70,000 Baht / Person / Month	35,000 Baht / Person / Month
2. Attendance fee of the Board of director	40,000 Baht / Person / Time	35,000 Baht / Person / Time
3. Attendance fee of Sub-Committee (Audit & Risk Management Committee, Nomination & Remuneration Committee)	30,000 Baht / Person / Time	25,000 Baht / Person / Time
4. Bonus	Not exceeding of 0.70% of dividend paid to shareholders which the Chairman will consider and appropriately allocate to each director accordingly.	
5. Other Benefit	The Annual Health Check-up and Medical treatment not exceeding of 100,000 Baht / Person / Year.	

Voting : This agenda must be approved by a majority vote of the shareholders who attended the meeting and cast their votes.

Agenda 10 Others (if any)

Therefore, the Board of Directors' meeting of Siam Global House Public Company Limited ("the Company") has resolved to determine the date of the Annual General Meeting of Shareholders for the year 2023 which will be held on Tuesday, 11 April 2023, 2.30 p.m. at Meeting Room 5th floor, Siam Global House Public Company Limited, Head Office, 232 Moo 19 Rob Muang, Muang, Roi Et. By specifying the list of shareholders who are entitled to attend at the Meeting shall be recorded within Monday 27 February 2023.

We hereby invite all shareholders of the Company to attend the Annual General Meeting of Shareholders on the date, and at the time and place mentioned above. The meeting will proceed according to the company's Articles of Association, Appointment of Proxy, Counting and Announcement on the Meeting which could be seen in the Attachment below.

Yours sincerely,



Mr. Apisit Rujikeatkamjorn
Chairman

Siam Global House Public Company Limited

Notice :

In the event that the shareholder desires to make inquiry, please contact the Investor Relation Department, Tel 1160 or 081-9757773

The Company has published the Invitation letter and Annual Report 2020 in Thai and English version on the Company's website which the shareholders can be downloaded on (www.globalhouse.co.th)

The shareholders who wish to receive the Annual Report 2020 in printed form, please send the reply form attached in this invitation letter to the Investor Relation Department, Siam Global House Public Company Limited. 232 Moo 19, Tumbon Rob Muang, Amphur Muang Roi-Et, Roi-Et 45000 or email : ir@globalhouse.co.th

(Translation)

Siam Global House Public Company Limited
Minutes of the Annual General Meeting of Shareholders 2022

Date, Time and Place :

The meeting was held on Friday, 8 April 2022, 13:30 p.m. hours at Meeting Room 5th Floor, Siam Global House Public Company Limited Head Office, 232 Moo 19 T.Robmuang, A.Muang Roi Et, Roi Et.

Directors attend the meeting.

- | | | | |
|-----|-----------------|------------------|---|
| 1. | Mr. Apisit | Rujikeatkamjorn | Chairman |
| 2. | Mr. Pairoj | Juarprathoom | Director / Chairman of Audit & Risk Management Committee / Independent Director |
| 3. | Dr. Boonchai | Pitugdamrongkija | Director / Audit & Risk Management Committee / Independent Director |
| 4. | Dr. Vongsak | Swasdipanich | Director/ Audit & Risk Management Committee / Nomination & Remuneration Committee / Independent Director |
| 5. | Mr. Witoon | Suriyawanakul | Director / Chairman of Management Committee / Nomination & Remuneration Committee / Chief Executive Officer |
| 6. | Mr. Kriangkai | Suriyawanakul | Director / Management Director / Vice CEO |
| 7. | Pol. Gen. Kawee | Supanun | Director / Chairman of Nomination & Remuneration Committee / Independent Director |
| 8. | Mr. Nithi | Patarachoke | Director / Management Director (Attended the meeting via electronic media) |
| 9. | Mr. Paramate | Nisagornsen | Director (Attended the meeting via electronic media) |
| 10. | Mr. Bunn | Kasemsup | Director (Attended the meeting via electronic media) |

List of the director being absent

There are 10 directors, all directors attended the meeting with the proportion of 100%, and none is absent.

Executives attend the Meeting

- | | | | |
|----|---------------|------------------|---|
| 1. | Mr. Anawat | Suriyawanakul | Management Director / Vice CEO - Inventory Management & Marketing |
| 2. | Mrs. Warunee | Suriyawanakul | Management Director / Vice CEO - Human Resource |
| 3. | Mr. Yuthana | Suriyawanakul | Management Director / Vice CEO - Imported Products |
| 4. | Miss Chutikan | Srisaengchan | Management Director / Vice CEO - Accounting & Financial |
| 5. | Mr. Piphop | Vasanaarchasakul | Vice CEO - Business Development |
| 6. | Mr. Khemchat | Sungkakam | Vice CEO - Innovation & System Development |
| 7. | Mr. Thapanat | Asawachulamanee | Assistant CEO - Innovation & System Development |
| 8. | Mr. Pongpol | Tiapairatkulkit | Assistant CEO |
| 9. | Miss Wiphawee | Hongsamsipjed | Assistant Vice CEO |

Independent Auditor from MR & Associates Co., Ltd

1. Mr. Methree Ratanasrimetha Certified Public Accountant No. 3425
2. Miss Muntana Supanuruk Certified Public Accountant No. 4151

The Company invited the shareholders to propose meeting agenda for the Annual General Meeting of Shareholders 2022 in advance via the website of the Stock Exchange of Thailand and the Company’s website from 15 October 2021 to 15 January 2022. After the due date, there was no agenda proposed by the shareholders.

The number of shareholders attend the Meeting.

Mr. Apisit Rujikeatkamjorn, the Chairman of the meeting (“Chairman”), assigned Miss Chutiya Apinantasri as the spokesman, welcomed the shareholders and proxies for their attendance to the meeting and informed that during the pandemic situation of Coronavirus 2019, the Company has realized on the safety of all attendees. Therefore, the Company has set the protective measures regarding the Protective Measure by the Department of Disease Control, Ministry of Public Health by setting the screening point to monitor the attendees’ temperatures before entering the meeting room, together with arranging the social distancing seats, providing hand sanitizers in various points with face masks, and requiring the attendees to wear their face masks during the meeting.

After that, the spokesman declared the number of shareholders present in person and by proxy to the meeting with details as follow;

Shareholders	27	persons	representing	746,412,819	shares
Proxies	942	persons	representing	3,113,825,610	shares
Total	969	persons	representing	3,860,238,429	shares

Equal to 83.89% of total shares issued and paid-up in 4,601,671,149 shares, which constituted a quorum according to Article 37 of the Company’s Article of Association.

The Meeting Proceed

1. The voting shall be made on a basis of one share per one vote. The Company had prepared voting cards of each agenda item for the shareholders. A total of 12 voting cards for 10 agenda items shall be distributed to each shareholder.
2. After the presentation of each agenda item had completed, the meeting would be asked to vote, whereby for sake of convenience and promptness, shareholders who wish to abstain from voting or vote against the item will be asked to show hands so that the staff would pick up their voting cards. Any shareholder not showing their hand shall be considered to vote in favor of the item. Votes shall be counted by barcode scanning. After the votes had been processed, the result shall be announced comprising a number of votes ‘approved’, ‘disapproved’ and ‘abstained’. And for “approve” voting card that not collected during the meeting, please return all after the meeting.
3. In each agenda item, the shareholders may ask questions or make comments by raising their hand. After being permitted by the chairman of the meeting, the shareholder shall give his name to the meeting before making queries or comments directly related to the relevant agenda item. Any queries or comments not related to the agenda items should be made at the end of all agenda items.
4. Any queries or comments made should be concise and direct to the point to ensure the meeting proceed smoothly and promptly. In this regard, the Company reserves the right to proceed as it deems appropriate.

For transparency in vote counting, the Company had invited a shareholder or proxy to send a representative to verify the vote counting. Subsequently, Mr.Suriya Doungsapol as a shareholder, has been invited to witness the vote counting. Then, the meeting was proceeded according to the agenda as set out in the invitation letters to the shareholders as follows :

Agenda 1 : To Certify the Minutes of the Annual General Meeting of Shareholders for the year 2021

The Chairman informed the meeting that the Company had prepared minutes of the Annual General Meeting of Shareholders for the year 2021 and already sent copies thereof to the shareholders, a copy of which had been enclosed as Enclosure No.1 to the invitation letter for the Annual General Meeting of Shareholders 2021.The Board of Directors of the Company had reviewed the minutes and viewed that it is appropriate to propose the Minutes of the Annual General Meeting of Shareholders for the year 2021 to the meeting for adoption.

Then the shareholders were invited for questions or recommendations regarding this agenda. As there were no questions or recommendations, shareholders were asked to vote for this agenda, resulting in the following resolution.

Resolution : Approved the minutes of the Annual General Meeting of Shareholders for the year 2021 held on 7 April 2021, with the majority vote of the shareholders who attend the meeting and cast their votes as follows:

Vote for	Number of Votes	Percentage
Approve	3,891,952,226	99.91
Disapprove	-	-
Abstain	3,339,498	0.09
Invalid Voting Cards	-	-

Agenda 2 : To Acknowledge the Company’s 2021 Operating Results and to Approve the Audited Financial Statements for the year ended 31 December 2021

The Chairman had assigned Ms. Chutikan Srisaengchan, Vice-CEO in Accounting and Financial informed the meeting to acknowledge the Company’s operating of the year 2021 and Management Discussion and Analysis regarding the change of financial statements for the year ended 31 December 2021 as below :

Store Expansion

The Company has expanded more 4 stores at Phayakkhaphum Phisai (Mahasarakam province), Kabin Buri (Prachin Buri province), Nong Han (Udon Thani province), and Phan (Chiang Rai province). Therefore, the end of year 2021, the Company has operated total 75 stores.

Summary of Financial Result (Consolidated Financial Statements)

- (1) Total revenues for the year 2021 were Baht 34,116.11 million that increase from the year 2020 of Baht 6,762.23 million or 24.72% which comprise of the following;
 - Sales revenue was Baht 33,497.80 million, increase of Baht 6,694.84 million or 24.98%. It was from increasing of same store sale growth and new 4 stores in 2021.
 - Other revenues were Baht 618.31 million, increase of Baht 67.38 million or 12.23%. The main reasons from increasing of sale promotion revenue and transportation revenue.

- (2) Gross profit for the year 2021 equal 25.17% which increase by 1.28% compared with the year 2020. This is significantly due to the strategy adjustment of House Brand products management.
- (3) Distribution costs and administrative expenses for the year 2021 was Baht 4,806.97 million which increase of Baht 505.99 million or 11.76% from the year 2020. It was mainly driven by the increase of salary expenses of 4 new stores, these expenses represented 14.35% of sales amount.
- (4) Net profit for the year 2021 was Baht 3,358.97 million that increase of Baht 1,383.45 million or 70.03% compared with the year 2020. The net profit per sales was equal to 10.03% of sales amount and Earnings per share was equal to Baht 0.7266 per share, increased of Baht 0.3015 per share from the year 2020.
- (5) EBITDA for the year 2021 was Baht 5,586.88 million which increase from the year 2020 by Baht 1,747.04 million or 45.50%, when compare with the sales amount is equal to 16.68%, increased by 2.35% from the year 2020.
- (6) Consolidated financial position at the end of the year 2021 are as follow;
 - Total assets were Baht 39,274.60 million, increased by Baht 3,254.30 million or 9.03%. mainly came from the increase of inventory of 4 new stores and investment in joint venture on behalf of Global House International Co., Ltd from investment in Indonesia.
 - Total liabilities were Baht 19,438.55 million which increase of Baht 632.09 million or 3.36%, mainly came from an increase of short-term loans and long-term loans from financial institution, and lease liabilities. Meanwhile, the Company has made repayment of Baht 500 million of loans from financial institutions and redemption of debentures.
 - Total shareholders' equity was Baht 19,836.05 million increase of Baht 2,622.21 million or 15.23%, mainly came from the increase of retained earnings during the past 12 months and the stock dividend payment.
- (7) Important Financial Ratio have details as below;
 - EBITDA to sales ratio was equal to 16.7%, increased by 2.4% from the year 2020 arising from the increase of gross profit.
 - EBITDA to asset ratio was equal to 14.2 %, decreased by 2.5% from the year 2020 due to the increase of inventory and investment in joint venture.
 - Interest coverage ratio was equal to 31.0, increased by 15.4 from the year 2020 arising from the increase of net profit while interest expenses were decreased.
 - Net debt to EBITDA ratio was equal to 2.4, decreased by 1.0 from the year 2020 due to the increase of EBITDA
 - Net debt to Equity ratio was equal to 0.7, decreased by 0.1 from the year 2020 due to shareholder's equity was increased from retained earnings in 2021.
 - Total debt to Equity ratio was equal to 1.0, decreased by 0.1 from the year 2020 due to shareholder's equity was increased from retained earnings in 2021.
 - EBITDA to Equity ratio was equal to 28.0%, increased by 6.0% from the year 2020, it was driven by the increase of sales amount and gross profit margin, resulted to net profit and EBITDA were increased.

The Company's Performance under the good corporate governance

Then Miss Chutikan Srisaengchan informed to the meeting that for the year 2021, the Company has compiled with good corporate governance principle and has been accepted by the following organizations;

- The Company has been selected and listed in Thailand Sustainability Investment: THIS 2021 from the Stock Exchange of Thailand (SET) in kind of services group. The mentioned award was given for the listed companies conduct its business with realization to Environmental, Social, and Governance or ESG.
- The Company has received Excellent CG Scoring from the program Corporate Governance Report of Thailand Listed Companies 2021 (CGR) organized by Thai Institute of Directors (IOD).
- The Company has received 100 marks (full marks) assessment as its 3rd consecutive year for the Annual General Meeting Checklist 2021 (AGM Checklist), assessed by Thai Investors Association.

Moreover, the Company also gives the importance to the Anti-Corruption by review the Anti-Corruption policy as well as promote understanding among employees continuously. And the last year, the Company not find any acts of corruption or reported of corruption related to the Company.

Others performance

- The company has received Best Payments and Collections Solution awards in kind of retail industry from Asset Asian Awards 2021 in developing Digital QR Solutions cooperated with Krungsri (Bank of Ayudhya PCL). to enhance efficiency of the payment system standard aiming to provide more convenience for customers with easier, faster and more safe payment.
- The Company has received A Credit Rating assessment as its 3rd consecutive year from Tris Rating Co., Ltd.

After that, Mr. Witoon Suriyawanakul has declared to the meeting on operational strategy of the Company which focuses on the growth of the Company by stores expansion continuously, together with control the operating cost to be competitive, as well as apply Digital system to drive business, with details as below;

Growth Strategy

Growth Strategy of the Company by expanding more stores continuously both domestic and oversea, which focuses on mainly domestic stores expansion to cover all regions over the country with total 75 stores in present. Although the stores expansion was delayed due to Covid-19 pandemic situation during the past 2 years. Nevertheless, the Company planned to expand it stores to be completed 105 stores within 2025.

Beside of new stores expansion, the Company has renovated same stores to be more modern by improving storefront design, shelves' design, adding "Lamayon" coffee shop, Usupso shop (for selling Life Style products). The Company has started the renovation since 2017 until now, and already renovated it stores totally 36 stores at the end of the year 2021. And in 2022, the Company has plan to renovate more 10 stores to satisfy customers.

Regarding overseas investment and stores expansion, the Company operates in form of joint venture and subsidiaries as follows;

- (1) Overseas Investment expansion through Global House International Co., Ltd, which is joint venture company between the company and "SCG Distribution Co., Ltd" in proportion of 50%. By investing in retail business for construction and home decoration in ASEAN.
 - The Lao People's Democratic Republic (Laos) by investing in Souvanny Home Center Public Company in proportion of holding shares 34%. Presently, there are 7 stores.
 - Republic of the Union of Myanmar by investing in Pro-1 Global Co., Ltd in proportion of holding shares 30.33% Presently, there are 9 stores.
 - Indonesia, by investing in Caturkarda Depo Bangunan TBK in proportion of holding shares 22.00% which is latest investment of the company last year.

(2) Stores Expansion in form of Subsidiaries

- Cambodia, on behalf of Global House Cambodia Co., Ltd in holding shares proportion of 55%. The objective for operating retail business for construction and home decoration in Cambodia, which operates it business for 4 years ago and always have good, and also have plan for stores expansion in Battambang in this year.
- China, on behalf of Guangxi Global House International Trade Co., Ltd by holding shares 100%. The objective for support the company’s operation by importing products from China or exporting products to China.

Operating cost control strategy

The Company focuses on maintaining operating cost to be competitive by using Digital system to drive it business. Last year, the Company has developed platform by our team named “GBH Platform Ecosystem”, which can reduce operating cost equal to 14.35% of sales amount, despite opening more 4 stores. That resulted in operating cost reduction from the year 2020 which operating cost was 16% of sales amount.

Business operation with Environment care.

The Company also emphasizes on operating it business together with environment care followed in action plan for improving stores image by modifying Lighting system, Air conditioning system, and installing Solar Roof for generating own electricity. As a result, the Company can control operating cost along with environment care.

In 2016, the Company has started to install the first Solar Roof in Salaya branch. Presently, the Company already installed completely 76 stores, with installed capacity equivalent to 68.8 kWh/year, quantity of electricity generated is equal to 78,860,821 kWh/year, electricity cost saving around Baht 354.8 million, which is equivalent to planting 2,459,870 trees, equal to Carbon Dioxide reduction of 44,888 tCo2/year, and equal to reducing coal consumption of 17,955 tons / year.

After that, the Chairman invited shareholders to questions and recommendations regarding this agenda. As there were no questions or recommendations, then proposed the meeting to consider this resolution.

Resolution : The meeting acknowledged the Company’s operating result report of the year 2021 and approved the financial statements for the year ended 31 December 2021 with the majority vote of the shareholders who attended the meeting and cast their votes as follows ;

Vote for	Number of Votes	Percentage
Approve	3,893,952,226	99.97
Disapprove	-	-
Abstain	1,339,498	0.03
Invalid Voting Cards	-	-

Agenda 3 : To Consider and Approve regarding the Allocation of Net Profit for the year 2021 as Legal Reserve and the Dividend Payment

The Chairman delegated Miss Chutikan Srisaengchan, Vice-CEO in Accounting and Financial, to inform the details of this agenda to the meeting as follows: As required by the law, the Company shall allocate the net profit as legal reserves not less than 5 percentages of net profit until it reaches 10 percentages of registered capital. Since legal reserve of the Company as at 31 December 2021 of Baht 484,182,751.00 or accounting for 10.52% of the registered capital, has reached the amount stipulated by law, therefore, there will be no further allocation of the net profit as legal reserve for the year 2021. In addition, according to the Company’s dividend policy, dividends

must be paid out to shareholders at least 30 percentages of the net profit for the year after deduction of all types of reserves stipulated by law and the Company's Articles of Association. After due consideration by the Board of directors, it was deemed appropriate to propose the Company to pay the dividends to the shareholders for the year 2021 in forms of:

- (1) Paying in common stock dividend in an amount which not exceeding 200,072,658 shares at the par value of Baht 1 per share to the Company's shareholders at the rate of 23 (Twenty-three) existing shares per 1 (One) stock dividend with the total amount of shares not exceeding Baht 200,072,658.00 or shall be converted for dividend payment at Baht 0.0434782607 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash instead of stock dividend at the rate of Baht 0.0434782607 per share.
- (2) Paying in cash dividend at the rate of Baht 0.2548309179 (10 decimal), or not exceeding in total of Baht 1,172,648,082.58.

The total of the stock dividend and the cash dividend payment in a whole year shall be equivalent to the rate of Baht 0.2983091786 (10decimal) per share which can be calculated as in the total amount of approximately Baht 1,372,720,740.58 or 42.30 % of net profit in 2020 (after paid off by legal reserves). The dividend payment rate is in accordance with the dividend payment policy of the Company and all dividends shall be deducted for the withholding tax at the rate stipulated by law.

The list of shareholders who are entitled to receive the dividends in forms of stock and cash dividends were specified on Monday 28 February 2022 and fixing the date of dividend payment is on 6 May 2022.

The Chairman invited shareholders to questions and recommendations regarding this agenda. As there were no questions or recommendations, then proposed the meeting to consider this resolution.

Resolution : The meeting approved the dividend payment from net profit for the year 2021 and acknowledged no allocation of net profit for the year 2020 to legal reserve as proposed by the Board of Directors with the majority vote of the shareholders who attended the meeting and cast their votes as follows :

Vote for	Number of Votes	Percentage
Approve	3,893,952,226	99.97
Disapprove	-	-
Abstain	1,339,498	0.03
Invalid Voting Cards	-	-

Agenda 4 : To Approve the Reduction of the Company's Registered Capital by Cancelling Unissued Registered Shares Remaining from the Stock Dividend Allocation according to the Resolution of the Annual General Meeting of Shareholders for the year 2021 in total of 11,998 Shares with the Par Value of Baht 1, and to Amend Clause 4 of the Company's Memorandum of Association to be in line with the Decrease of the Registered Capital.

The Chairman informed the meeting that referring the Public Limited Companies Act B.E. 2535 section 136, stipulated that the company may increase its registered capital by issuing new shares. The issuance of new shares under paragraph one may be made when all shares have been sold and fully paid-up or, in the case where shares have not fully been sold, the remaining shares must be ones issued in accommodation of convertible debentures

or share warrants. Which the Board of directors have considered and proposed to the meeting to consider and approve the reduction of the Company’s registered capital from Baht 4,601,683,147.00 to be Baht 4,601,671,149.00 by cancelling 11,998 unissued ordinary shares with the par value of Baht 1 each, totaling Baht 11,998.00, which is the remaining shares from allocation for dividend according to the resolution of the Annual General Meeting of the year 2021 which held on April 7, 2021. Also, to amend Clause 4 of the Company’s Memorandum of Association to be in line with the decrease of the registered capital with the following details;

“Clause 4	Registered Capital amount	4,601,671,149.00	Baht
	Divided to	4,601,671,149	Shares
	Par Value	1.00	Baht
	By separating to		
	Ordinary Shares	4,601,671,149	Shares
	Preference Shares	-	Share ”

Then the shareholders were invited for questions or recommendations regarding this agenda. As there were no questions or recommendations, shareholders were asked to vote for this agenda, resulting in the following resolution.

Resolution : The meeting approved the reduction of the Company’s registered capital from Baht 4,601,683,147.00 to be Baht 4,601,671,149.00 by cancelling 11,998 unissued ordinary shares with the par value of Baht 1 each totaling Baht 11,998.00 and to amend Clause 4 of the Company’s Memorandum of Association to be in line with the reduction of the registered capital of the Company by majority of not less than three-fourth of the total votes of shareholders attending the meeting and eligible to cast the votes as follows:

Vote for	Number of Votes	Percentage
Approve	3,893,952,226	99.97
Disapprove	-	-
Abstain	1,339,498	0.03
Invalid Voting Cards	-	-

Agenda 5 : To Approve the Increase of the Company’s Registered Capital of 200,072,658 Shares with the Par Value of Baht 1 to Support the Dividend Payment and to Amend Clause 4 of the Company’s Memorandum of Association to be in line with the Increase of the Registered Capital

The Chairman informed the shareholders to consider the approve of the increase the Company’s registered capital from Baht 4,601,671,149.00 to be Baht 4,801,743,807.00 by issuing 200,072,658 new shares with the par value of Baht 1 each, in order to provide for the stock dividend payment and to amend Clause 4 of the Company’s Memorandum of Association to be in line with the increase of the registered capital with details as below ;

“ Clause 4	Registered Capital amount	4,801,743,807.00	Baht
	Divided to	4,801,743,807	Shares
	Par Value	1	Baht
	By separating to		
	Ordinary Shares	4,801,743,807	Shares
	Preference Shares	-	Share ”

Then the shareholders were invited for questions or recommendations regarding this agenda. As there were no questions or recommendations, shareholders were asked to vote for this agenda, resulting in the following resolution.

Resolution: The meeting approved the increase of the Company’s registered capital from Baht 4,601,671,149.00 to be Baht 4,801,743,807.00 by issuing 200,072,658 ordinary shares with the par value of Baht 1 each and to amend Clause 4 of the Company’s Memorandum of Association to be in line with the increase of the registered capital of the Company with majority of not less than three-fourth of the total votes of shareholders attending the meeting and eligible to cast their votes as follows:

Vote for	Number of Votes	Percentage
Approve	3,893,952,226	99.97
Disapprove	-	-
Abstain	1,339,498	0.03
Invalid Voting Cards	-	-

Agenda 6 : To Approve the Allocation of Additional Ordinary Shares 200,072,658 Shares to Support the Stock Dividend Payment

The Chairman stated to the meeting as the Company adopted a resolution regarding the dividend payment as described in Agenda 3, which the Board of directors have considered and proposed to the shareholders to approve the allocation of additional ordinary shares amount of 200,072,658 shares with par value Baht 1 each, to support the stock dividend payment for 200,072,658 shares with the par value of Baht 1 each to the company’s shareholders in 23 existing shares per 1 stock dividend. The Company also enclosed The Capital Increase Report Form (F 53 - 4) in this document. (Please see Attachment No.3 for details)

Then the shareholders were invited for questions or recommendations regarding this agenda. As there were no questions or recommendations, shareholders were asked to vote for this agenda, resulting in the following resolution.

Resolution : The meeting approved the allocation of additional ordinary share 200,072,658 shares with par value Baht 1 each to support the stock dividend payment with the majority vote of the shareholders who attended the meeting and cast their votes as follows :

Vote for	Number of Votes	Percentage
Approve	3,893,952,226	99.97
Disapprove	-	-
Abstain	1,339,498	0.03
Invalid Voting Cards	-	-

Agenda 7 : To Consider and Approve the Appointment of Auditors and Determination the Audit Fee for the year 2022

The Chairman delegated Miss Chutikan Srisaengchan, Vice-CEO in Accounting and Financial, to inform the meeting on this agenda. The auditors who have been proposed to the meeting to consider and appoint were approved from the Audit Committee and the Board of Directors due to their good standard in performance and they are specialized in audit. Therefore, she proposed to the meeting to approve and appoint the auditors from M.R.& Associates Co., Ltd. as the auditors of the company for the financial year 2022 as per the following names:

1. Mr. Methee Ratanasrimetha CPA No.3425 and / or
2. Miss. Varaporn Vareesawedsuvan CPA No.5087 and / or
3. Mr. Akadet Pliensakul CPA No.5389 and / or
4. Miss. Kornthip Wanichwisedkul CPA No.6947

By determining the audit fee in amount of Baht 3,900,000.00, increasing of Baht 500,000.00 which the Audit and Risk Management Committee have considered and have given an opinion that this is a reasonable rate compared to the quantity of work and audit fees of other listed companies.

Then, the Chairman invited the shareholders to questions or recommendations regarding this agenda. As there were no questions or recommendations, shareholders were called for the voting of this agenda, resulting in the following resolution.

Resolution : The meeting approved the appointment of auditors and the audit fee of the year 2022 with the majority vote of the shareholders who attended the meeting and cast their votes as follows:

Vote for	Number of Votes	Percentage
Approve	3,784,685,704	97.16
Disapprove	109,266,522	2.81
Abstain	1,339,498	0.03
Invalid Voting Cards	-	-

Agenda 8 : To Consider and Appoint Directors Replacing those who would Retire by Rotation.

The Chairman informed the meeting that according to the Public Limited Companies Act B.E 2535 and Article 19 of Company’s Articles of Associations, “one-third of the total number of the directors shall retire by rotation at the annual general meeting of shareholders. If the number of the directors cannot be equally divided into one-third, the number of directors closest to one-third shall retire. The director who retired may also be re-elected.” In this Annual General Meeting of Shareholders, there were 3 longest directors in the Board to retire as follows :

1. Mr. Pairoj Juarprathoom Position Director / Independent Director / Chairman of Audit & Risk Management Committee
2. Dr. Boonchai Pitugdamrongkija Position Director / Independent Director / Audit & Risk Management Committee
3. Pol.Gen.Kawee Supanun Position Director / Independent Director / Chairman of Nomination & Remuneration Committee

In this regard, the Company invited the shareholders to nominate any qualified persons for election as the Company’s directors at the 2022 Annual General Meeting of Shareholders in advance via the website of the Stock Exchange of Thailand and the Company’s website from 15 October 2021 to 15 January 2022. However, there were no shareholders nominated any persons for election as the Company’s directors at the meeting.

The Nomination and Remuneration Committee has considered according to the criteria and opined that those 3 directors are fully met with qualification as specified in the Public Company Act B.E. 2535, and have knowledge, capability, experience that would be useful for business relating to the Company’s operation. The Board of Director has considered and agreed to the proposal by the Nomination and Remuneration Committee, therefore, the Board deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the reappointment of 3 directors who shall retire as the Company’s directors for another term.

For the meeting to proceed and vote independently in accordance with the good governance principles, those 3 interested directors were requested to temporarily leave the meeting. After that, the shareholders were invited for any questions or recommendations regarding this agenda. As there were no questions or recommendations, shareholders were called for the voting of this agenda, resulting in the following resolution.

Resolution : The meeting approved and re-appointed 3 directors for another term with the majority vote of the shareholders who attended the meeting and cast their votes as follows :

Mr. Pairoj Juarprathoom Position : Director / Independent Director / Chairman of Audit & Risk Management Committee

Vote for	Number of Votes	Percentage
Approve	3,893,952,226	99.97
Disapprove	492,764	0.01
Abstain	846,734	0.02
Invalid Voting Cards	-	-

Dr. Boonchai Pitugdamrongkija Position : Director / Independent Director / Audit & Risk Management Committee

Vote for	Number of Votes	Percentage
Approve	3,893,952,226	99.97
Disapprove	-	-
Abstain	1,339,498	0.03
Invalid Voting Cards	-	-

Pol.Gen.Kawee Supanun Position : Director / Independent Director / Chairman of Nomination & Remuneration Committee

Vote for	Number of Votes	Percentage
Approve	3,878,097,581	99.56
Disapprove	15,854,645	0.41
Abstain	1,339,498	0.03
Invalid Voting Cards	-	-

Agenda 9 : To Consider and Approve the Remuneration and Bonus of Directors for the year 2022

The Chairman informed to the meeting that the director's remuneration means the remuneration that paid to non-employee directors, including the meeting remuneration for every committee and bonus at the rate not exceeding of 0.70% of dividend paid out to shareholders. In recent years, the remuneration that were actually paid did not exceed the limit of approval, the details are shown as follows :

Year	Approval amount (Baht)	Actual amount paid (Baht)		
		Monthly remuneration & Meeting remuneration	Bonus	Total
2019	15,000,000	5,666,666.65	5,112,900.00	10,779,566.65
2020	15,000,000	5,723,833.32	7,438,280.40	13,162,113.72
2021	15,000,000	6,650,000.00	7,000,000.00	13,650,000.00

The Nomination and Remuneration Committee has opined that the remuneration of directors for the year 2022 shall not exceed 15,000,000 Baht, which equal to the previous year. In return to the directors that participated in the administration and development of the Company that maintained in good performance consistently. Including the increase in branches every year with the total of 75 stores by the end of the year 2021, the Board of directors has considered and agreed with the Nomination and Remuneration Committee to propose to the Annual General Meeting of Shareholders for consideration to approve the remuneration and bonus of directors for the year 2022 in the amount not exceeding 15,000,000 Baht, the details are as follow

Details of Remuneration	Chairman	Directors
Monthly remuneration	70,000 Baht / Person / Month	35,000 Baht / Person / Month
Attendance fee for the Board of Directors' Meeting	40,000 Baht / Person / Time	35,000 Baht / Person / Time
Attendance fee of Sub-committee (Audit & Risk Management Committee, Nomination & Remuneration Committee)	30,000 Baht / Person / Time	25,000 Baht / Person / Time
Bonus	Not exceeding of 0.70% of dividend paid to shareholders which the Chairman will consider and appropriately allocate to each director accordingly	
Other Benefit	- None -	

After that, the shareholders were invited for any questions or recommendations regarding this agenda. As there were no questions or recommendations, shareholders were called for the voting of this agenda, resulting in the following resolution.

Resolution : The meeting approved the director's remuneration for the year 2022 in the amount not exceeded 15,000,000 Baht, which consist of monthly remuneration, meeting allowances and bonus. The resolution was passed with the majority vote of shareholders attending the meeting and were eligible to cast the votes as follows :

Vote for	Number of Votes	Percentage
Approve	3,881,197,944	99.64
Disapprove	12,754,282	0.33
Abstain	1,339,498	0.03
Invalid Voting Cards	-	-

Agenda 10 : Others

- None -

Then the meeting has been completed for all agendas, the Company invited the questions and suggestions regarding the Company from shareholders and proxies. However, there were no questions or recommendations from the attendees. The Chairman, therefore, thanked all shareholders and proxies for attending the 2022 Annual General Meeting of Shareholders and declared the meeting adjourned.

Before closing meeting, the number of shareholders present in person and by proxy as follows ;

Shareholders	28	persons	representing	746,413,919	shares
Proxies	956	persons	representing	3,148,877,805	shares
Total	984	persons	representing	3,895,291,724	shares

Equal to 84.65% of issued and paid-up shares of the Company.

The Chairman declared the meeting adjourned at 3.10 p.m.

Yours sincerely,



Mr. Apisit Rujikeatkamjorn
Chairman

Siam Global House Public Company Limited

(F 53-4)

Capital Increase Report Form
Siam Global House Public Company Limited

10 February 2023

Siam Global House Public Company Limited (“the Company”) would like to report of the resolution of the Board of Directors no.1 / 2023 held on 10February 2023consequently in respect of a capital increase / share allotment as follows :

1. Capital decrease / increase :

The Board of Directors Meeting had the resolution to approve the decrease and increase of a registered capital of the Company as follows:

To decrease of a registered capital of the Company from Baht 4,801,743,807.00 to Baht 4,801,736,733.00 by cancelling the 7,074 unissued registered shares with the par value of Baht 1, which remains from the allocation of stock dividend according to the Annual General Meeting of shareholders for the year 2022 and

To increase of a registered capital of the Company from Baht 4,801,736,733.00 to Baht 5,001,809,096.00 by means of the issuance of 200,072,363 ordinary shares with a par value of Baht 1 each, totaling Baht 200,072,363.00

2. Allotment of new shares :

The Board of Directors Meeting had the resolution to approve of the 200,072,363 new ordinary shares, with a par value of Baht 1 each, totaling Baht 200,072,363.00 the details of which are as follows:

2.1 The detail of the share allotment:

Allotted to	Number (shares)	Ratio (old : new)	Sale price per share (Baht)	Subscription and payment period	Note
Existing Shareholders	200,072,363	24 : 1	-	The Company pay stock dividend by 24 existing ordinary shares per 1 new ordinary share.	To reserve for stock dividend payment

Remark : By specifying the list of shareholders who are entitled to receive the dividend on 27 February 2023, and fix the date of dividend payment on 11 May 2023. However, the granting of such rights of the Company is not yet definite, because an approval by the Annual General Meeting of Shareholders is still required.

2.2 The Company’s plan in case where there is a fraction of shares remaining

In case that any shareholders hold the indivisible share remaining after such allocation, the dividend shall be paid by cash instead of stock dividend at the rate of Baht 0.0416666665 per share.

2.3 The number of shares remaining from the allotment

- None -

3. Schedule for shareholders meeting to approve the capital increase / allotment

The Annual General Shareholders’ Meeting of the year 2023 will be held on 11 April 2023 at 2.30 p.m. at Meeting Room 5th floor, Siam Global House Public Company Limited, Head Office, 232 Moo 19 Rob Muang, Muang, Roi Et. The name of the shareholders entitling to attend at the Meeting shall be recorded on Monday 27 February 2023.

4. **Approval of the capital increase / share allotment by relevant governmental agency and conditions thereto (if any)**
 - 4.1 The approval by the Annual General Shareholders' Meeting of the year 2023
 - 4.2 The registration of the capital increase with the Ministry of Commerce and update all important documents which according to capital increasing.
 - 4.3 The approval from the Stock Exchange of Thailand to list the new ordinary shares in the Stock Exchange of Thailand.
5. **Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**
 - 5.1 To provide shareholders return in form of share dividend by issuing stock dividend instead of paying cash dividend.
6. **Benefits which the Company will receive from the capital increase / share allotment :**
 - 6.1 To increase the Company's stock liquidity.
 - 6.2 To retain the working capital for company's operation.
7. **Benefits which the shareholders will receive from the capital increase / share allotment :**
 - 7.1 The company has a policy to pay dividend not less than 30 percent of the net profit after allocated of the legal reserve and other reserves each year, if there is no compelling reason otherwise and no impact on its operations significantly, the dividends are paid.
 - 7.2 The shareholders who will be allocated the stock dividend are entitled to receive dividends in the future.
8. **Other details necessary for shareholders to approve the capital increase/share allotment:**

- None -
9. **Schedule of action where the board of directors of the Company passes a resolution approving the capital increase or allotment of new shares:**

1. The Board of Directors' Meeting No. 1 / 2023	10 February 2023
2. Specifying the name list of shareholders who are eligible to attend the shareholders' meeting.	27 February 2023
3. Specifying the date for the Shareholders Annual General Meeting of the year 2023	11 April 2023
4. Specifying the name list of Shareholders who are eligible to receive dividend.	27 February 2023
5. The date of dividend payment	11 May 2023

The Company hereby certifies that the information contained in this report form is true and complete in all respects.



(Mr. Witoon Suriyawanakul)
Chief Executive Officer

Siam Global House Public Company Limited

Personal profile of nominated directorial candidates in replacement of those to be retired by rotation

Profile of Director

Dr. Vongsak Swasdipanich Age : 71 Years Nationality : Thai



Nominated Position :

- Director (appointed on 10 May, 2016)
- Member of Audit & Risk Management Committee (appointed on 10 May, 2016)
- Independent Director (appointed on 10 May, 2016),
held the position for 6 years 11 months.
- Member of Nomination and Remuneration Committee (appointed on 10 May, 2016)

Education :

- D.Litt.PA, St Clements University, UK
- MPA Public Affairs, Kentucky State University USA
- Bachelor of Art (Political Science), Chiang Mai University

Training / Seminar :

- Director Accreditation Program 134 / 2017
- Thailand National Defence College (NDC44)
- Executives Planned High Level of NIDA
- Executives of Interior level 8 & level 9, Dumrongrathanuphar Institute, Ministry of the Interior

No. of shareholding at : - None -

Shareholding by spouse and minor child : - None -

Family relationship with directors, executives and major shareholders : - None -

Brief Experience in 5 years :

Period	Position	Company
2016 - Present	Director / Independent Director / Member of Audit & Risk Management Committee / Member of Nomination and Remuneration Committee.	Siam Global House PCL.
2020 - Present	Chairman of the Advisory Committee, Chairman of the House of Representatives Governing Committee	Department of Provincial Administration
2022 - Present	Chairman of the Corporate Promotion Committee for Roi Et Rajabhat University, the Council Committee for Roi Et Rajabhat University	Ministry of Education

Other Business Position of director which may cause a conflict of interest against the Company : - None -

Director position in other listed company : - None -

Director position in other non-listed company : - None -

Conflict of interest in agendas proposed to the general meeting of shareholders as follow ;

- Agenda 1 - 7 No conflict of interest
- Agenda 8 Have conflict of interest (To Consider and Appoint Directors Replacing those who would Retire by Rotation)
- Agenda 9 Have conflict of interest (Consider and approve remuneration and bonus of the directors for the year 2023)
- Agenda 10 No conflict of interest

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

1. Not participated in management, not the employee, staff or consultant who receive regular salary in the Company.
2. Not provided any professional service (as Auditor or Legal Counsel).
3. Not has business relationship with the Company that affect the duty performing independently in giving an opinion.

Number of Terms and Service Year as Directorship: 3 Terms or 6 years 11 months as below;

1 st Term	From	May 2016	To	23 April 2017
2 nd Term	From	23 April 2017	To	24 April 2020
3 rd Term	From	24 April 2020	To	11 April 2023

Anyhow, in case of director has been appointed for another term, a director shall have total 9 years 11 months of independent directorship period.

Meeting Attendance in 2022 :

Meeting	Number of times	Percentage
1. Board of Directors Meeting	6 / 6	100
2. Audit & Risk Management Committee Meeting	4 / 4	100
3. Nomination and Remuneration Committee Meeting	2 / 2	100
4. Non-Executive Directors Meeting	1 / 1	100
5. Annual General Meeting of Shareholders	1 / 1	100

Personal profile of nominated directorial candidates in replacement of those to be retired by rotation

Profile of Director

Mr. Witoon Suriyawanakul Age : 64 Years Nationality : Thai



Nominated Position :

- Director (appointed on 10 May, 2017)
- Member of Nomination and Remuneration Committee (appointed on 23 April, 2019)
- Chairman of Executive Committee (appointed on 23 April, 2019)

Education :

- Honorary Doctoral Degree of Economics, Maha Sarakham Rajabhat University
- Honorary Doctoral Degree of Business Administration, Roi Et Rajabhat University
- Master of business Administration, Khon Kaen University
- Bachelor of Engineering Program in Civil Engineering, Khon Kaen University

Training / Seminar :

- Director Accreditation Program 68 / 2008

No. of shareholding at : 28,470,233 shares, equal to 0.59 % (as of 31 December, 2022)

Shareholding by spouse and minor child : - None -

Family relationship with directors, executives and major shareholders :

Mrs. Warunee Suriyawanakul's husband, Mr. Anavat Suriyawankul's brother, Mr. Kriangkai Suriyawanakul's father

Brief Experience in 5 years :

Period	Position	Company
Apr2017 – Present	Director / Chairman of Executive Committee / Member of Nomination and Remuneration Committee / Chief Executive Officer	Siam Global House, PCL.
Sep2021 - Present	Executive Director	Guangxi Global House International Trade Co., Ltd
2017 – Present	Director	Global House Cambodia Co., Ltd
2015 - Present	Chairman	Global House International Co., Ltd
2008 – Mar2016	Director / Chairman of Executive Committee / Member of Nomination and Remuneration Committee / Chief Executive Officer	Siam Global House Public Co., Ltd
1997 - Present	Director	Inter concrete industry Co. Ltd Siam Global Asset Co., Ltd

Other Business Position of director which may cause a conflict of interest against the Company : - None -

Director position in other listed company : - None -

Director position in other non-listed company : 5 companies ;

Number of Terms and Service Year as Directorship: 6 Terms for 13 years 11 months as below ;

1 st Term	From	4 April 2008	To	30 April 2009
2 nd Term	From	30 April 2009	To	18 April 2012
3 rd Term	From	18 April 2012	To	9 April 2014
4 th Term	From	9 April 2014	To	28 Mar 2016
5 th Term	From	10 May 2017	To	24 April 2020
6 th Term	From	24 April 2020	To	11 April 2023

Meeting Attendance in 2022 :

Meeting	Number of Times	Percentage
1. Board of Directors Meeting	5 / 6	83.33
2. Nomination and Remuneration Committee Meeting	2 / 2	100
3. Annual General Meeting of Shareholders	1 / 1	100

Personal profile of nominated directorial candidates in replacement of those to be retired by rotation

Profile of Director

Mr. Paramate Nisagornsen Age : 55 Years Nationality : Thai



Nominated Position:

- Director (appointed on 9 November, 2018)

Education:

- Master of Science in Operational Management & Finance, Massachusetts Institute of Technology, USA
- Bachelor of Engineering (Electrical Engineering), King Mongkut's University of Technology North Bangkok
- Certificate of Advanced Management Program (AMP) Harvard Business School, USA

Training / Seminar :

- Director Accreditation Program 258/2018, Thai Institute of Directors Association (IOD)

No. of shareholding at : - None -

Shareholding by spouse and minor child : - None -

Family relationship with directors, executives and major shareholders : - None -

Brief Experience in 5 years :

Period	Position	Company
2018 - Present	Director	Siam Global House, PCL.
2018 - Present	Director	Global House International Co., Ltd
2018 - Present	Director, Commissioner	SCG Cement-Building Materials Co., Ltd PT Catur Sentosa Adiprana Tbk*
2018 - 2021	Vice President Regional Business	Cement and Building Materials Business, The Siam Cement PCL
2020 - 2021	President Commissioner	PT Keramik Indonesia Assosiasi Tbk*
2020 - 2022	President Commissioner	PT Kokoh Inti Arebama Tbk*
Present	Vice President-SCG Home Business	Cement and Building Materials Business, The Siam Cement PCL

Remark *Registered company in Indonesia

Other Business Position of director which may cause a conflict of interest against the Company : - None -

Director position in other listed company : 1 company; PT Catur Sentosa Adiprana Tbk (listed company in Indonesia)

Director position in other non-listed company : 2 companies

Number of Terms and Service Year as Directorship : 2 Terms for 4 years 5 months as below;

1 st Term	From	9 November 2019	To	24 April 2020
2 nd Term	From	24 April 2020	To	11 April 2023

Meeting Attendance in 2022:

Meeting	Number of times	Percentage
1. Board of Directors Meeting	6 / 6	100
2. Annual General Meeting of Shareholders	1 / 1	100

Personal profile of nominated directorial candidates in replacement of those to be retired by rotation

Profile of Director

Mr. Kriangkai Suriyawanakul Age : 34 Years Nationality : Thai



Nominated Position :

- Director (appointed on 30 October, 2021)
- Member of Sustainability and Corporate Governance Committee (appointed on 29 April, 2022)
- Executive Director (appointed on 30 October, 2022)

Education:

- Master of Logistics and Supply chain Management, The University of Nottingham (First Class Honor)
- Bachelor of Engineering, Thammasat University
- Bachelor of Engineering, the University of Nottingham (First Class Honor)

Training / Seminar:

- Director Accreditation Program 188 / 2021(IOD)
- Subsidiary Governance Program SGP 2 / 2022(IOD)

No. of shareholding at : 534,956,555 shares, equal to 11.14 %

Shareholding by spouse and minor child : 60,452 shares, equal to 0%

Family relationship with directors, executives and major shareholders :

- Mr.Witoon suriyawanakul and Mrs.Warunee Suriyawanakul's son

Brief Experience in 5 years :

Period	Position	Company
2021 – Present	Director / Executive Director	Siam Global House, PCL.
29 Apr 2022 - Present	Member of Sustainability and Corporate Governance Committee	Siam Global House, PCL.
2017 – Present	Director	Global House Cambodia Co., Ltd

Other Business Position of director which may cause a conflict of interest against the Company : - None -

Director position in other listed company : - None -

Director position in other non-listed company : - 1 company ;

Number of Terms and Service Year as Directorship : 1 Terms for 1 years 6 months, have been appointed to be director instead of Ms. Warunee Suriyawanakul on October 30, 2021 as below ;

1st Term From 30 October 2021 To 11 April 2023

Meeting Attendance in 2022 :

Meeting	Number of times	Percentage
1. Board of Directors Meeting	6 / 6	100
2. Sustainability and Corporate Governance Committee Meeting	2 / 2	100
3. Annual General Meeting of Shareholders	1 / 1	100

Company's Articles of Association Regarding the Shareholders Meeting and Voting Casting

The Shareholders Meeting

Article 35

The Board of Directors shall arrange for an Annual General Meeting of Shareholders within 4 months from the last day of the fiscal year of the Company.

The Meeting of Shareholders other than that in the first paragraph shall be called the Extraordinary Meetings. The Board of Directors may summon an Extraordinary Meeting of Shareholders whenever the Board thinks appropriate.

One or more shareholders holding shares altogether at not less than ten (10) percent of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary Meeting of Shareholders but they shall give express subjects and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the Meeting of Shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

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

In the case where, at the meeting called by the shareholders under fourth paragraph, the number of the shareholders presented does not constitute quorum as prescribed by Article 37, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 36

In calling a shareholders' meeting, the board of directors shall proceed to prepare a notice stating the place, date, time, agenda of the meeting and matters to be proposed to the meeting together with reasonable details by indicating clearly whether it is the matter proposed for acknowledgement, for approval or for consideration, including the opinions of the board of directors for such matters. The board of directors shall delivery the above notice to the shareholders at least seven (7) days prior to the date of the meeting and publish the above notice in a newspaper for three (3) consecutive days and at least three (3) days prior to the date of the meeting.

The place of the meeting shall be in the province in which the head office of the Company is situated or at any other place where the board of directors prescribed.

Article 37

At a shareholders' meeting there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1 / 2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1 / 3) of the total number of shares sold of the Company, whereby a quorum would then be constituted.

At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 38

The chairman of the board shall be the chairman of shareholders' meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be chairman of the meeting. If there is no vice-chairman or there is a vice-chairman but he cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 39

A resolution of a shareholders' meeting, the shareholders shall be entitled to one (1) vote per one (1) share. Any shareholder who has a special interest in any matters shall not be entitled to vote, except for voting on the election of directors. A resolution of the Shareholders' Meeting shall require:

- (1) In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes.
In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-fourths (3 / 4) of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) The sale or transfer of the whole or the substantial part of the Company's business to any other person;
 - (b) The purchase or acceptance of transfer of the business of private companies or public companies by the Company;
 - (c) The making, amending or terminating of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the Company's business to any person, or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
 - (d) The amendment of the Memorandum of Associations or Articles of Association of the Company;
 - (e) The increasing or reducing the Company's capital;
 - (f) The dissolution of the Company;
 - (g) The issuance and offering of debentures of the Company;
 - (h) The amalgamation of business of the Company with other companies;

Article 40

The matters which should be conducted by the annual general meeting of shareholders are as follows :

1. To consider the report of the board of directors concerning the Company's business in the past year period
2. To consider and approve the balance sheet, the statement of profit and loss for the past year period.
3. To consider and approve of profit allocation and dividend payment.
4. To consider and elect new directors in place of those who retire by rotation and fix the remuneration of directors.
5. To consider and appoint auditor and fix the remuneration of the auditor.
6. Other business.

Definition of Independent Directors

In according to the corporate governance of the Company's policy and comply with the rules of the Stock Exchange of Thailand. The Company has defined of independent director as follow :

Independent Director means the director who is independent in expressing his opinion to the operation of the Company, must be a person who has no involvement or interest to the result of operation either directly or indirectly.

The Company has determined the qualification of Independent Director as follow ;

- (1) holds no more than 1% of all shares with voting rights of the Company, its affiliates, its associated companies, or its juristic persons. This is inclusive of shares held by anyone who is affiliated with them.
- (2) Does not have management participation in the Company, employees, staff, consultant with monthly salary, or Entities with Controlling Authority over the Company within 2 years prior to be appointed as an Independent Director, unless in case of termination of government official or an advisor to a government agency which is a Major Shareholder or an Entity with Controlling Authority less than 2 years.
- (3) Not a person having blood relationship or legal registration of directors or executive directors.
- (4) Has no business relationship with the Company or being significant shareholders, controlling persons of juristic persons who has a trading transaction with the company with the amount over or equal to 20 million Baht or 3% of net tangible assets (NTA) of the Company, whichever is lower during previous 2 years.
- (5) Not a person who is an auditor of the Company, the Parent Company, a Subsidiary, a Joint / Associated Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder within 2 years prior to be appointed as an Independent Director.
- (6) not a person rendering any professional service or a Significant Shareholder, an Entity with Controlling Authority over the Company or a partner to such professional service provider who is paid more than Two Million Baht in service fee within two years prior to his/her appointment as an Independent Director. *However, a person being unqualified from No.4 and No. 6, can be an independent director if only the board of directors shows that the board has considered the issue in accordance with the Section 89/7 under Securities & Exchange Act B.E. 2535 regulation and found that there is no interference in the independent opinion, and the following information shall be disclosed in the notice of shareholders meeting under the agenda considering the appointment of independent director.¤
- (7) Not a person who is nominated to be the representative of directors, major shareholders, or any other related person to major shareholders.
- (8) Do not operate the same and competitive business with the company's business, or its subsidiaries, or holds shares for more than 1% of the total shares, or is not an executive director, employee, staff, advisor who receives salary, an Entity with Controlling Authority over the mentioned business.
- (9) Is not any otherwise which is unable to have the independent opinion regarding the business operation of the company.
- (10) An independent director can be an independent director for affiliates of the company but the audit director has been prohibited to be a director for the parent company, a Subsidiary, or a subsidiary listed company.

(11) After being appointed as the independent director, such independent director may be assigned by the Board of Directors to make decision in respect of collective decisions involving the business of the Company, the Parent Company, a Subsidiary, a Joint venture / Associated Company, a Subsidiary of Equal Level, a Major Shareholder or an Entity with Controlling Authority, where it will not be deemed that such Independent Directors are Directors involved with the administration.

All the definition about has complied with the rules and regulations stipulated by Securities and Exchange Commission and the Stock Exchange of Thailand.

Procedures for Registration & Appointment of Proxy

1. Registration

The Shareholders or proxies can register their attendance and submit documents or evidence for inspection at the place of the Meeting before the time of the Meeting, starting from 11 : 30 a.m. on Tuesday 11 April 2023.

2. Attendance of Meeting in Person

Please present the original identification card, government official identification card or passport (in case of foreign shareholders) for registration. In the event of change of name – last name, evidence certifying such change must also be presented.

3. Appointment of Proxy

A Shareholder must appoint only one proxy to attend and vote at the Meeting in accordance with the form of proxy attached hereto.

In the event of desire to grant the proxy to Independent Director, please indicate the name one of three Independent Directors as below. The profile of three Independent Directors appears in the Attachment7;

- (1) Mr. Pairoj Juarprathoom or
- (2) Dr. Boonchai Pitugdamrongkija or
- (3) Dr. Vongsak Swasdipanich

For convenience, please deliver the form of proxy with documents or evidence to the Company no later than 1 day prior to the meeting date. Form of proxy must be completely filled in and signed. All corrections or deletions, if any, made to material contents therein must be duly initialed by the grantor. A form of proxy must be affixed with stamp duty of Baht 20.

Supporting Documents for the Appointment of Proxy

- (1) In case of individual grantor, the grantor must submit and the proxy must present the following documents:
 - Form of proxy signed by the grantor.
 - Copy of grantor identification card, government official identification card or passport (in case of foreign appointer) which must be certified true and correct by the grantor.
 - The proxy must present his/her original identification card, government official identification card or passport (in case of foreign proxy) for the purpose of registration.
- (2) In case of juristic person grantor, the grantor must submit and the proxy must present the following documents:
 - Form of proxy signed by a person authorized to sign to bind the juristic person according to its Affidavit, with the seal of the juristic person affixed (if any).
 - The copy of ID card (as defined in no.2) of the authority to sign the proxy form and certified true copy.
 - In case that the grantor is a juristic person registered in Thailand, please submit a copy of Affidavit certified true and correct by a person authorized to sign to bind such juristic person with the seal of the juristic person affixed (if any).
 - In case the grantor is a juristic person registered abroad, please submit a copy of the constitutional document issued by competent authority in the country where the juristic person is located, and certified by a notary public or other competent authority for no longer than 3 months.

- For a foreign juristic person, if an original of any document is not in the English language, the English translation thereof must be prepared and attached. Such translation must also be certified true and correct by a person authorized to sign to bind the juristic person.
 - The proxy must present his / her original identification card, government official identification card or passport (in case of foreign proxy) for the purpose of registration.
- (3) In case grantor is custodian that the Company's shares are deposited with and such custodian is taking care of the Company's shares for the foreign investor whose name appears in the register book, and custodian appoints the proxy to attend the meeting with Proxy Form C.

The grantor must submit and the proxy must present the following documents:

- Power of Attorney from the shareholder who is a foreign investor authorizes the custodian to execute the proxy on his/her behalf.
- Confirmation letter showing that signatory of the Proxy is authorized to operate custodian business.
- If any of the aforementioned documents is not in the English language, the English translation thereof must be prepared and attached. The translation must also be certified true and correct by a person referring to such document or a person authorized to act on behalf of such person.
- The proxy must present his / her original identification card, government official identification card or passport (in case of foreign proxy) for the purpose of registration.

4. Counting and Announcement on the Meeting

4.1 Counting and Announcement of the Vote

Prior to the Meeting, the Chairman shall inform that the counting of vote for each agenda shall be made from the voting card which marked by the Shareholder or Proxy, as the case may be. The vote result of all Agenda shall be informed to the Meeting before the Meeting is adjourned.

4.2 Voting Procedures

The Chairman shall inform the Meeting details of the voting procedures. The Chairman will propose the Meeting to have the vote in each Agenda by asking time by time whether there is any shareholder approve, disapprove or abstain. When the Chairman asks as above, a voting by show of hand will be made and the shareholder or proxy shall confirm such intention by filling the vote either for approval, disapproval or abstention for counting by the officers in a voting card provided to the Shareholder or the Proxy when registration. The Shareholder shall indicate its intention by checking in in the voting card.

For the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form to have the vote in each Agenda. This vote is the authority to act on behalf of the Shareholder.

Profile of Independent Directors for proxy granting of the Company

Profile of Director

Mr. Pairoj Juarprathoom Age : 65 Years Nationality : Thai

Address : 855 / 3 Moo 1 Ban Ko, Muang, Nakhon Ratchasima 30000

Position :

- Director (has been appointed on 23 April, 2019)
- Chairman of Audit & Risk Management Committee
(has been appointed on 23 April, 2019)
- Independent Director (has been appointed on 23 April, 2019)



Education :

- Master Degree, Graduate School of Public Administration, National Institute of Development Administration (NIDA)
- Bachelor Degree, Faculty of Commerce and Accountancy, Chulalongkorn University
- Bachelor Degree, School of Law, Sukhothai Thammathirat Open University

Training / Seminar :

- Director Accreditation Program 161 / 2019 Thai Institute of Directors (IOD)
- Advance Executive Program6, Office of the Civil Service Commission (OCSC)
- Advanced Certificate Course of Good Governance for Medical Executives 6, The Medical Council of Thailand and King Prajadhipok's Institute

No. of shareholding at : - None -

Shareholding by spouse and minor child : - None -

Family relationship with directors, executives and major shareholders : - None -

Brief Experience in 5 years :

Period	Position	Company
Apr.2019 - Present	Chairman of Audit & Risk Management Committee / Independent Director / Director	Siam Global House PCL.
Aug.2019 - Present	Director / Independent Director / Chairman of Audit Committee	KTB General Services and security Co., Ltd
Feb - Sep 2018	Plan and Policy Analyst, Advisory Level	The Revenue Department
2017	Deputy Director-General	The Revenue Department
2016 - 2017	Director Regional Revenue Office 5	The Revenue Department
2015 - 2016	Director Regional Revenue Office 9	The Revenue Department

Director position in other listed company : - None -

Director position in other non-listed company : 1 Company.

Other Business Position of director which may cause a conflict of interest against the Company : - None -

The special interests that different from any others in the Committee proposed to the general meeting of shareholders this time : - None -

Conflict of interest in agendas proposed to the general meeting of shareholders as follow;

- Agenda 1 - 8 No conflict of interest
- Agenda 9 Have conflict of interest (Consider and approve remuneration and bonus of the directors for the year 2023)
- Agenda 10 No conflict of interest

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

- (1) Not participated in management, not the employee, staff or consultant who receive regular salary in the Company.
- (2) Not provided any professional service (as Auditor or Legal Counsel).
- (3) Not has business relationship with the Company that affects the duty performing independently in giving an opinion.

Number of Terms and Service Year as Directorship : 2 Term as follows ;

1 st Term	From	23 April 2019	to	8 April 2022
2 nd Term	From	8 April 2022	to	present

Meeting Attendance in 2022:

	Meeting	Number of times	Percentage
1.	Board of Directors Meeting	6 / 6	100
2.	Audit and Risk Management Committee Meeting	4 / 4	100
3.	Non-Executive Directors Meeting	1 / 1	100
4.	Annual General Meeting of Shareholders	1 / 1	100

Profile of Independent Directors for proxy granting of the Company

Profile of Director

Dr. Boonchai Pitugdamrongkija Age : 68 Years Nationality : Thai

Address : 35 / 114 Parinyda(Samakkee) Village Soi Samakkee 58/10, Samakkee Road,
Tha-Sai, Muang, Nonthaburi 11000



Position :

- Director (has been appointed on 23 April, 2019)
- Independent Director (has been appointed on 23 April, 2019)
- Member of Audit and Risk Management Committee (has been appointed on 23 April, 2019)

Education:

- Doctor of Management Degree Graduate School (Business Management), Suan Dusit Rajabhat University.
- Master Degree Faculty of Economics, Thammasat University
- Bachelor Degree Faculty of Economics and Business Administration, Kasetsart University

Training / Seminar :

- Director Certification Program 155 / 2012 of Thai Institute of Directors (IOD)
- Capital Market Academy (CMA.16), the Stock Exchange of Thailand
- Towards High Potential Leaders Project, Office of the Civil Service Commission
- Leading Change for Executive of Excise Department 2nd Generation, NIDA
- GSB Middle management Leadership Program 2007, Nanyang Technological University
- Advance Executive Program 45, Office of the Civil Service Commission (OCSC)
- Strategy for Improving Directors Effectiveness, Kellogg School of Management
- Middle Management Professional Development, Revenue Canada
- Program Tax Analysis and Revenue Forecasting, Harvard University

No. of shareholding at : - None -

Shareholding by spouse and minor child : - None -

Family relationship with directors, executives and major shareholders : - None -

Brief Experience in 5 years :

Period	Position	Company
29 Apr 2022-Present	Chairman of Sustainability and Corporate Governance Committee	Siam Global House, PCL.
Apr2019-Present	Director / Independent Director / Member of Audit and Risk Management committee	Siam Global House, PCL.
Apr 2020 - Present	Independent Director / Member of Audit Committee	Precise Corporation PCL.
2011 – 2014	Principal Advisor of Excise Tax Strategic Plan (Advisory Level)	The Excise Department Ministry of Finance
2009 – 2010	Deputy Director General of the Excise Department (Director Higher Level)	The Excise Department Ministry of Finance

Director position in other listed company : 1 Company ; Precise Corporation PCL

Director position in other non-listed company : - None -

Other Business Position of director which may cause a conflict of interest against the Company : - None -

The special interests that different from any others in the Committee proposed to the general meeting of shareholders this time : - None -

Conflict of interest in agendas proposed to the general meeting of shareholders as follow ;

- Agenda 1 - 8 No conflict of interest
- Agenda 9 Have conflict of interest (Consider and approve remuneration and bonus of the directors for the year 2023)
- Agenda 10 No conflict of interest

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

- Not participated in management, not the employee, staff or consultant who receive regular salary in the Company.
- Not provided any professional service (as Auditor or Legal Counsel).
- Not has business relationship with the Company that affect the duty performing independently in giving an opinion.

Number of Terms and Service Year as Directorship : 2 Term as follows ;

1 st Term	From	23 April 2019	to	8 April 2022
2 nd Term	From	8 April 2022	to	present

Meeting Attendance in 2022 :

Meeting	Number of times	Percentage
1. Board of Directors Meeting	6 / 6	100
2. Audit and Risk Management Committee Meeting	4 / 4	100
3. Sustainability and Corporate Governance Committee Meeting	2 / 2	100
4. Non-Executive Directors Meeting	1 / 1	100
5. Annual General Meeting of Shareholders	1 / 1	100

Profile of Independent Directors for proxy granting of the Company

Profile of Director

Dr. Vongsak Swasdiapanich Age : 71 Years Nationality : Thai

Address : 20/372 Moo 9 Bang Talad, Pak Kret, Nonthaburi 11120

Position :

- Director (has been appointed on 11 May, 2016)
- Member of Audit & Risk Management Committee (has been appointed on 11 May, 2016)
- Independent Director (has been appointed on 11 May, 2016)
- Member of Nomination & Remuneration Committee (has been appointed on 11 May, 2016)



Education :

- D.Litt.PA, St. Clements University, UK
- MPA. Public Affairs, Kentucky State University, USA
- Bachelor of Art (Political Science), Chiang Mai University.

Training / Seminar :

- Certificate of Director Accreditation Program (DAP 134/2017), Thai Institute of Directors (IOD)
- Thailand National Defence College (NDC 44)
- Executives Planned High Level of NIDA
- Executives of Interior level 8, Dumrongrachanupharp Institute, Ministry of the Interior.
- Executives of Interior level 9, Dumrongrachanupharp Institute, Ministry of the Interior

No. of shareholding at : - None -

Shareholding by spouse and minor child : - None -

Family relationship with directors, executives and major shareholders : - None -

Brief Experience in 5 years :

Period	Position	Company
2016 - Present	Director /Independent Director / Member of Audit & Risk Management Committee / Member of Nomination & Remuneration Committee	Siam Global House, PCL.
2020 – Present	Chairman of the Advisory Committee, Chairman of the House of Representatives Governing Committee	Department of Provincial Administration
2022 – Present	Chairman of the Corporate Promotion Committee for Roi Et Rajabhat University, the Council Committee for Roi Et Rajabhat University.	Ministry of Education

Director position in other listed company : - None -

Director position in other non-listed company : - None -

Other Business Position of director which may cause a conflict of interest against the Company : - None -

The special interests that different from any others in the Committee proposed to the general meeting of shareholders this time : - None -

Conflict of interest in agendas proposed to the general meeting of shareholders as follow ;

- Agenda 1 - 7 No conflict of interest
- Agenda 8 Have conflict of interest (Consider and Appoint Directors Replacing those who would Retire by Rotation)
- Agenda 9 Have conflict of interest (Consider and approve remuneration and bonus of the directors for the year 2023)
- Agenda 10 No conflict of interest

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

1. Not participated in management, not the employee, staff or consultant who receive regular salary in the Company.
2. Not provided any professional service (as Auditor or Legal Counsel).
3. Not has business relationship with the Company that affects the duty performing independently in giving an opinion.

Number of Terms and Service Year as Directorship: 3 Terms from total 6 years 11 months as follow ;

1 st Term	From	11 May 2016	to	23 April 2017
2 nd Term	From	23 April 2017	to	24 April 2020
3 rd Term	From	24 April 2020	to	11 April 2023

Meeting Attendance in 2022 :

Meeting	Number of times	Percentage
1. Board of Directors Meeting	6 / 6	100
2. Audit & Risk Management Committee Meeting	4 / 4	100
3. Nomination and Remuneration Committee Meeting	2 / 2	100
4. Non-Executive Directors Meeting	1 / 1	100
5. Annual General Meeting of Shareholders	1 / 1	100



Proxy Form (Form A)



Written at
 Date Month Year

1. I / We Nationality
 Address Road Sub-District
 District Province Postal Code

2. Being a shareholder of **Siam Global House Public Company Limited**, holding the total amount of common shares with the voting rights ofvotes

3. Hereby appoint
 (1) Age Years
 Address..... Road Sub-District
 District Province Postal Code or
 (2) Age Years
 Address..... Road Sub-District
 District Province Postal Code or
 (3) Age Years
 Address..... Road Sub-District
 District Province Postal Code

Only one of them as my / our proxy to attend and vote in the Annual General Meeting 2023 on Tuesday,11 April 2023 at 2.30 p.m. at Meeting Room 5th floor, Siam Global House Public Company Limited, Head Office, 232 Moo 19 Rob Muang, Muang, Roi Et or at any adjournment thereof to any other date, time, and venue.

For any act performed by the Proxy at the Meeting, it shall be deemed as such act had been done by me / us in all respects.

Signature Shareholder
 (.....)

Signature Proxy
 (.....)

Remark : A shareholder shall appoint only one proxy to attend and vote at the meeting. The number of shares held by a shareholder cannot divide into several portions to more than one proxy in order to divide the votes.

PROXY Form B.

Duty Stamp
฿20

Written at

Date Month Year

1. I / We Nationality
Address Road Sub-District
District Province Postal Code

2. Being a shareholder of **Siam Global House Public Company Limited**, holding the total amount of common shares with the voting rights ofvotes

3. Hereby appoint
(1) Age Years

Address..... Road Sub-District
District Province Postal Code

(2) Age Years

Address..... Road Sub-District
District Province Postal Code

(3) Age Years

Address..... Road Sub-District
District Province Postal Code

Only one of them as my / our proxy to attend and vote in the Annual General Meeting 2023 on Tuesday, 11 April 2023 at 2.30 p.m. at Meeting Room 5th floor, Siam Global House Public Company Limited, Head Office, 232 Moo 19 Rob Muang, Muang, Roi Et or at any adjournment thereof to any other date, time, and venue.

4. I / We authorize the Proxy to vote on my / our behalf at the Meeting as follows :

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2022

(a) A proxy has the right to consider and vote on my / our behalf

(b) A proxy votes on my / our following purposes:

Approve

Disapprove

Abstain

Agenda 2 To acknowledge the Company's 2022 Operating Results Report and to approve the Audited Financial Statements for the Year ended 31 December 2022

(a) A proxy has the right to consider and vote on my / our behalf

(b) A proxy votes on my / our following purposes:

Approve

Disapprove

Abstain

Agenda 3 To consider and approve regarding the allocation of net profit for the year 2022 as legal reserve and the dividend payment

(a) A proxy has the right to consider and vote on my / our behalf

(b) A proxy votes on my / our following purposes:

Approve

Disapprove

Abstain

Agenda 4 To approve the reduction of the Company's registered capital by cancelling unissued registered shares remaining from the stock dividend allocation according to the resolution of the Annual General Meeting of shareholders for the year 2022 in total of 7,074 shares with the par value of Baht 1, and to amend Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the registered capital

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
- Approve Disapprove Abstain

Agenda 5 To approve the increasing of the Company's registered capital of 200,072,363 shares with the par value of Baht 1 each, to support the dividend payment and to amend Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital.

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
- Approve Disapprove Abstain

Agenda 6 To approve the allocation of additional ordinary shares 200,072,363 shares to support the stock dividend payment.

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
- Approve Disapprove Abstain

Agenda 7 To consider and approve the appointment of auditors and determination the auditing fee for the year 2023.

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
- Approve Disapprove Abstain

Agenda 8 To consider and appoint directors replacing those who would retire by rotation.

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes :
- Appointment of the entire board of directors
- Approve Disapprove Abstain
- Appointment of an individual director
- 1) Name of Director : Dr. Vongsak Swasdipanich
- Approve Disapprove Abstain
- 2) Name of Director : Mr. Witoon Suriyawanakul
- Approve Disapprove Abstain
- 3) Name of Director : Mr. Paramate Nisagornsen
- Approve Disapprove Abstain
- 4) Name of Director : Mr. Kriangkai Suriyawanakul
- Approve Disapprove Abstain



Agenda 9 To consider and approve remuneration and bonus of the directors for the year 2023

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 - Approve
 - Disapprove
 - Abstain

Agenda 10 Other matters (if any)

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 - Approve
 - Disapprove
 - Abstain

5. Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not my / our voting as a shareholder.
6. If I / We do not specify my / our purpose to vote for any agenda or specify unclearly or in case the meeting considers or approves any other than agenda set off, including correcting or adding any fact, a proxy can consider and vote on my/our behalf as he/she may deem appropriate in all respects.

For any act performed by the Proxy at the Meeting except the Proxy did not vote as I / We had specified in the proxy form, it shall be deemed as such act had been done by me/us in all respects.

Signature Shareholder
(.....)

Signature Proxy
(.....)

Remark

1. A shareholder shall appoint only one proxy to attend and vote at the meeting. The number of shares held by a shareholder cannot divide into several portions to more than one proxy in order to divide the votes.
2. In agenda of directors' election, a proxy can vote all directors or each director.
3. In case there are any other than agenda set off, it is applicable to add in the Attachment to Proxy Form B.



Attachment to Proxy Form B.

Authorization on behalf of a shareholder of Siam Global House Public Company Limited

At the Annual General Meeting 2023 on Tuesday, 11 April 2023 at 2.30 p.m. at Meeting Room 5th floor, Siam Global House Public Company Limited, Head Office, 232 Moo 19 Rob Muang, Muang, Roi Et or at any adjournment thereof to any other date, time and venue.

Agenda Subject

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes :
 - Approve
 - Disapprove
 - Abstain

Agenda Subject

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 - Approve
 - Disapprove
 - Abstain

Agenda Subject

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 - Approve
 - Disapprove
 - Abstain

Agenda SubjectTo appoint the directors

Name of Director :

- Approve
- Disapprove
- Abstain

Name of Director :

- Approve
- Disapprove
- Abstain

Name of Director :

- Approve
- Disapprove
- Abstain

Name of Director :

- Approve
- Disapprove
- Abstain

I / We certify that the details in this Attachment to Proxy Form B. are completely correct and totally true

Signature Shareholder
(.....)

Signature Proxy
(.....)

PROXY Form C.

(For foreign shareholders who have custodians in Thailand only)

Duty Stamp
฿20

Written at

Date Month Year

1. I / We Nationality
 Address Road Sub-District
 District Province Postal Code
 who is a shareholder of **Siam Global House Public Company Limited**, holding the total amount of
 common shares with the voting rights of votes

2. Hereby appoint
 (1) Age Years
 Address Road Sub-District
 District Province Postal Code or
 (2) Age Years
 Address Road Sub-District
 District Province Postal Code or
 (3) Age Years
 Address Road Sub-District
 District Province Postal Code

Only one of them as my / our proxy to attend and vote in the Annual General Meeting 2023
 On Tuesday, 11 April 2023 at 2.30 p.m. at Meeting Room 5th floor, Siam Global House Public Company Limited, Head
 Office, 232 Moo 19 Rob Muang, Muang, Roi Et or at any adjournment thereof to any other date, time and venue.

3. I / We authorize the Proxy to vote on my / our behalf at the Meeting as follows :
 Grant proxy the total amount of shares holding and entitled to vote
 Grant only common shares
 with the voting rights of votes

4. I / We authorize the Proxy to vote on my / our behalf at the Meeting as follows :

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2022

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 Approve..... Share Disapprove..... Share Abstain..... Share

Agenda 2 To acknowledge the Company's 2022 Operating Results Report and to approve the Audited Financial Statements for the Year ended 31 December 2022

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 Approve..... Share Disapprove..... Share Abstain..... Share



Agenda 3 To consider and approve regarding the allocation of net profit for the year 2022 as legal reserve and the dividend payment

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 - Approve..... Share Disapprove..... Share Abstain..... Share

Agenda 4 To approve the reduction of the Company's registered capital by canceling unissued registered shares remaining from the stock dividend allocation according to the resolution of the Annual General Meeting of shareholders for the year 2022 in total of 7,074 shares with the par value of Baht 1, and to amend Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the registered capital

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 - Approve..... Share Disapprove..... Share Abstain..... Share

Agenda 5 To approve the increasing of the Company's registered capital 200,072,363 shares with the par value of Baht 1 each, to support the dividend payment and to amend Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 - Approve..... Share Disapprove..... Share Abstain..... Share

Agenda 6 To approve the allocation of additional ordinary shares 200,072,363 shares to support the stock dividend payment

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 - Approve..... Share Disapprove..... Share Abstain..... Share

Agenda 7 To consider and approve the appointment of auditors and determination the auditing fee for the year 2023

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 - Approve..... Share Disapprove..... Share Abstain..... Share

Agenda 8 To consider and appoint directors replacing those who would retire by rotation

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my / our following purposes:
 - Appointment of the entire board of directors
 - Approve..... Share Disapprove..... Share Abstain..... Share
 - Appointment of an individual director
 - 1) Name of Director : Dr. Vongsak Swasdipanich
 - Approve..... Share Disapprove..... Share Abstain..... Share

2) Name of Director : Mr. Witoon Suriyawanakul

Approve..... Share Disapprove..... Share Abstain..... Share

3) Name of Director : Mr. Paramate Nisagornsen

Approve..... Share Disapprove..... Share Abstain..... Share

4) Name of Director : Mr. Kriangkai Suriyawanakul

Approve..... Share Disapprove..... Share Abstain..... Share

Agenda 9 To consider and approve remuneration and bonus of the directors for the year 2023

(a) A proxy has the right to consider and vote on my / our behalf

(b) A proxy votes on my / our following purposes:

Approve..... Share Disapprove..... Share Abstain..... Share

Agenda 10 Other matters (if any)

(a) A proxy has the right to consider and vote on my / our behalf

(b) A proxy votes on my / our following purposes:

Approve..... Share Disapprove..... Share Abstain..... Share

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

6. If I / We do not specify my / our purpose to vote for any agenda or specify unclearly or in case the meeting considers or approves any other than agenda set off, including correcting or adding any fact, a proxy can consider and vote on my / our behalf as he / she may deem appropriate in all respects.

For any act performed by the Proxy at the Meeting except the Proxy did not vote as I / We had specified in the proxy form, it shall be deemed as such act had been done by me / us in all respects.

Signature Shareholder
(.....)

Signature Proxy
(.....)

Remark

1. Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C
2. Evidences to be enclosed with the Proxy Form are:
 - (1) Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian
3. A shareholder appointing a proxy must authorize only to attend the meeting and cast the votes on his / her behalf. All shares shall not be split into more than one proxy to separately vote.
4. In agenda of directors' election, a proxy can vote all directors or each director.
5. In case there are any other than agenda set off, it is applicable to add in the Attachment to Proxy Form C.



Attachment to Proxy Form C.

Authorization on behalf of a shareholder of Siam Global House Public Company Limited

At the Annual General Meeting 2023 on Tuesday, 11 April 2023 at 2.30 p.m. at Meeting Room 5th floor, Siam Global House Public Company Limited, Head Office, 232 Moo 19 Rob Muang, Muang, Roi Et or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my/our following purposes:
 - Approve..... Share Disapprove..... Share Abstain..... Share

Agenda.....Subject.....

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my/our following purposes:
 - Approve..... Share Disapprove..... Share Abstain..... Share

Agenda.....Subject.....

- (a) A proxy has the right to consider and vote on my / our behalf
- (b) A proxy votes on my/our following purposes:
 - Approve..... Share Disapprove..... Share Abstain..... Share

Agenda.....Subject.....To appoint the directors

- 1) Name of Director :
 - Approve..... Share Disapprove..... Share Abstain..... Share
- 2) Name of Director :
 - Approve..... Share Disapprove..... Share Abstain..... Share
- 3) Name of Director :
 - Approve..... Share Disapprove..... Share Abstain..... Share

I / We certify that the details in this Attachment to Proxy Form C. are completely correct and totally true.

Signature Shareholder
(.....)

Signature Proxy
(.....)

**Guideline for the Annual General Meeting of Shareholders 2023
Regarding the Situation of Coronavirus 2019 (COVID - 19) Outbreak**

Siam Global House Public Company Limited (“the Company”) concerns over of the shareholders’ and attendees’ health, therefore, require shareholders to be informed of the guideline for attending the meeting as follows:

1. Shareholders can exercise the right to the Annual General meeting of Shareholders by appointing any of the Company’s independent directors as a proxy instead of attending in person and submit the proxy form and other documents to the Company within 5 April 2023 as follow.

To Secretary Department

Siam Global House Public Company Limited Head Office,

No. 232 Moo 19, Tumbon Robmuang, Amphur Muang, Roi-Et 45000

2. Shareholders or proxies who have any symptoms of respiratory diseases; such as having a fever (Temperature over 37.5 degrees Celsius) coughing, having sore throat, sneezing, or having runny nose, etc.; please kindly consider authorizing other person who are not exposed to such risks or one of the Company’s Independent Directors as proxy to attend the meeting on their behalf in accordance with the method shown in the notice of the shareholders’ meeting.

3. Shareholders or proxies who wish to attend the meeting in person, the Company would like to request your cooperation to follow the Company’s measures in order to reduce the risk of the COVID-19 spreading. Detail of the guideline is as follows:

- 3.1 The Company shall set up a screening point in front of the meeting room and will check the temperature of all shareholders and proxies before meeting attendance registration. In the case that any shareholders or proxies are found to have any symptoms of respiratory diseases; such as having a fever (having body temperature of 37.5 degrees Celsius or above), coughing, having sore throat, sneezing or having runny nose, the Company reserves the right to ask such shareholders to authorize others who do not exhibit such symptoms or one of the Company’s Independent Directors as proxy to attend the meeting on their behalf instead.

- 3.2 The Company requests all shareholders and proxies should wear face mask at all times while at the meeting venue from the point of registration until the meeting ends, to ensure the safety of yourself and others around you. As well as to clean their hands regularly with alcohol solution provided by the Company.

- 3.3 The Company has provided appropriate meeting space to reduce crowding of attendees each with a distance of not less than 1 meter between the seats in the meeting room.

- 3.4 The Company will conduct the meeting in a concise manner, keeping time and in accordance with the agenda.

4. The implementation of the abovementioned measures and guidelines may result in inconvenience to shareholders or proxies in the screening and registration procedures. The Company therefore would like to take this opportunity to apologizes for the inconvenience in advance.

Privacy Notice for the Annual General Meeting of Shareholders 2023

Siam Global House Public Company Limited (“the Company”) greatly aware of the personal data protection in accordance to the Privacy Data Protection Act B.E. 2562.

1. The Collection of Personal Data

It is necessary for the Company to collect your personal data that submit to the Company i. e. name, surname, address, telephone number, photo, identification number, shareholders’ registration and information related to electronic systems access and usage such as Email.

The Company will record images and sounds of the meeting for its legitimate interests and the interests of shareholders. In the case of granting a proxy, it is necessary for the Company to collect the copy of shareholder’s personal identification card which may contain religion information that is considered as Sensitive Data. The Company has no intention to collect such Sensitive Data. Accordingly, you can redact such data.

2. The Collection of Personal Data

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with the specified purposes. However, the Company may collect your Personal Data from any other sources, which mean securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures required by law.

3. Purposes for the collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your Personal Data for the purposes to call the Annual General Meeting of Shareholders 2023 and to the Annual General Meeting of Shareholders 2023 as required by law. Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

4. The Personal Data retention period

The Company will retain your Personal Data only for the necessary duration, and will collect, use and disclose your Personal Data, as defined in this Privacy Notice If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

5. Your Rights as a Data Subject As the owner of Personal Data (“Data Subject”)

You have the rights as stipulated in the Privacy Protection Act B.E 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company for the compliance of the purposes as mentioned in this notice such as technology’s service provider, regulators or government agencies or by the order of regulatory officials

7. Contact channels

Enquires or questions on the Personal Data Protection can be addressed to the following channels :

Address : 232 Moo 19 T. Robmuang, A. Muang, Roi Et 45000

Tel. 043-519-777 E-mail : dpo@globalhouse.co.th



Request form for the printed Annual Report
Siam Global House Public Company Limited

I / We.....

Shareholder's Registration No.....

Being a shareholder of **Siam Global House Public Company Limited** ("The Company")

Holding the total amount of shares on the date of closing the registration book for the Annual General Meeting of Shareholders for the Year 2020 Totalshares wish to receive the Annual Report 2020 by.

Receive Annual Report 2021 at the Annual General Meeting of Shareholders 2022 on 8 April 2022

Request the Company to deliver Annual Report 2020 according to address specified as follow.

Drop Up

Signed.....Shareholder
(.....)

Name.....
Reside at Street..... Sub-District
District..... Province..... Country.....
Postal Code.....

Note : Please reply the Request form for the Annual Report 2020 within 31 March 2021

Drop Down



Postage Stamp

Investor Relations Department
Siam Global House Public Company Limited , Head Office
232 Moo 19 Rob Muang, Muang, Roi Et 45000