

- Translation -

March 23, 2022

Subject : Invitation of the Annual General Meeting of Shareholders No. 29/2022

To : Shareholders of Minor International Public Company Limited

- Enclosures**
1. 2021 Annual Report (QR Code) (Enclosure for Agenda 1 and Agenda 2)
 2. QR Code Downloading Procedures for documents related to a notice of the 2022 Annual General Meeting of Shareholders and 2021 Annual Report
 3. Credentials and background of nominated directors (Enclosure for Agenda 4)
 4. Definition of Independent Director (Enclosure for Agenda 4)
 5. Remuneration of Directors for the year 2022 (Enclosure for Agenda 5)
 6. Credentials and background of Auditors (Enclosure for Agenda 6)
 7. Proxy form and details of an independent director who can be a proxy
 8. Articles of Association concerning the Shareholders Meeting
 9. Guidelines for Submission of Meeting Attendance Request Form (E-Request), Documents required in order to attend the Shareholders' Meeting, Proxy Appointment for attending Annual General Shareholders' Meeting in the form of electronic meeting (E-meeting) and Privacy Notice
 10. Guidelines for attending of Electronic Meeting by Inventech Connect
 11. A copy of the Minutes of the Annual General Meeting of Shareholders No.28/2021

The Board of Directors' Meeting of Minor International Public Company Limited (the "**Company**") No.1/2022 has resolved to convene the Annual General Meeting of Shareholders No. 29/2022 on April 22, 2022 at 1:00 p.m., in the form of electronic meeting (E-Meeting), in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other related laws and regulations, in which the Company will broadcast at 12th Floor, The Parq Building, 88 Ratchadapisek Road, Klongteoy, Bangkok, to consider the following agenda items:

Agenda 1 To consider and acknowledge the Annual Report and the Board of Directors' report on the Company's performance for the year 2021

Facts and reasons The Board of Directors report on the Company's performance for the year 2021 is available in the Annual Report delivered to all shareholders along with this notice in QR Code (Enclosure 1).

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that the report contains information on the Company's performance and significant changes that occurred in the financial year 2021. Therefore, the Meeting should acknowledge the Company's Annual Report and the Board of Directors report for the year 2021 as in the Annual Report sent to the shareholders.

Voting This agenda is for acknowledgement and does not require voting.

Agenda 2 To consider and approve the Financial Statements for the year ended December 31, 2021 including to acknowledge the auditor's report

Facts and reasons The Financial Statements for the year ended December 31, 2021 in the "Financial Statements" Section of the Annual Report as reviewed by the Audit Committee and audited by the auditor are delivered to all shareholders along with this notice (Enclosure 1).

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that the proposed Financial Statements have been audited by the Company's auditor which has expressed the opinion that the proposed Financial Statements contain information that is accurate in accordance with the generally accepted accounting principles. The proposed Financial Statements have also been reviewed by the Company's Audit Committee. Therefore, the Meeting should approve the proposed Financial Statements for the year ended December 31, 2021 and acknowledge the auditor's report.

Voting This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 3 To consider and approve the omission of dividend payment for the year 2021 and the allocation of profit for statutory reserve

Facts and reasons The Company and its subsidiaries have the policy to take into consideration potential growth of the companies' performance, investment plans, business expansion, and terms and conditions of loans and debentures of the Company and its subsidiaries, as well as the necessity and appropriateness to enhance shareholders' value in the long term. The Company and subsidiaries do not have a fixed dividend payout ratio, and therefore the dividend payment is considered based on their financial performance in each year. The dividend payment is determined by the Board of Directors on a yearly basis which cannot be specified in percentage.

In relation to the consideration of statutory reserve, under Section 116 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) (the "**PLCA**") and Article 38 of the Company's Articles of Association, the Company is required to set aside a legal reserve not less than 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable. For the year 2021, the Company's legal reserve was 599.79 Million Baht which is not less than 10% of registered capital and meets the requirements of the law and the Articles of Association of the Company.

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that:

1. Due to the economic uncertainty resulted from the COVID-19 outbreak situation, the Board of Directors resolved to omit the dividend payment for the operating results of the year 2021, in order to preserve the Company's liquidity and working capital.
2. There is no need to allocate any additional reserve because for the year 2021, the Company's legal reserve was 599.79 Million Baht which is not less than 10% of registered capital and meets the requirements of the law and the Articles of Association of the Company.

Voting This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the election of the directors completing their term for the year 2022 and appointment of new director, as well as change of the authorized signatory directors

Facts and reasons According to Article 14 of the Company's Articles of Association, one-third of the Company's directors (or the number nearest to one-third), who serve as director for the longest term, shall retire from office. For this year, there are 3 directors to retire from their office, namely:

- | | |
|----------------------------|--|
| 1. Ms. Suvabha Charoenying | Independent Director
Chairman of the Audit Committee
Chairman of the Nominating and Corporate Governance Committee
Member of Compensation Committee |
| 2. Mr. Paul Charles Kenny | Director |
| 3. Mr. Thiraphong Chansiri | Director and Member of the Compensation Committee |

The Board of Directors acknowledged that Mr. Paul Charles Kenny does not wish to be nominated for re-election after the completion of his terms of office. Therefore, the Board of Directors with recommendation of the Nominating and Corporate Governance Committee approved to nominate Mr. Anhul Chauhan to be elected as the Company's director to replace Mr. Paul Charles Kenny, taking into consideration his qualifications, knowledge, capability and work experience. And the Board of Directors resolved to change the authorized signatory directors as follows:

Existing: Mr. William Ellwood Heinecke, Mr. Paul Charles Kenny, Mr. Anil Thadani, and Mr. Emmanuel Jude Dillipraj Rajakarier, any two of these four directors can jointly sign to bind the Company, with the company seal affixed.

New: Mr. William Ellwood Heinecke, Mr. Anil Thadani, Mr. Emmanuel Jude Dillipraj Rajakarier and Mr. Anhul Chauhan, any two of these four directors can jointly sign to bind the Company, with the company seal affixed.

In addition, under section 86 of the PLCA and article 24 of the Articles of Association of the Company, no director shall operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of private company or any other company operating a business which has the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the shareholders' meeting prior to the resolution for his or her appointment. Thus, the Company would like to notify the shareholders as pursuant to section 86 of the PLCA and article 24 of the Articles of Association of the Company that Mr. Thiraphong Chansiri is a Director, President and CEO of Thai Union Group Pcl., currently investing in restaurant business, which has the same nature as the business of the Company and may be in competition with the business of the Company.

The Company had provided the shareholders with an opportunity to nominate individuals they consider appropriate to be selected as directors of the Company, including items for the AGM agenda. However, it appeared that on the expiration of the time specified, neither candidates for directorship nor the agenda have been proposed to the Company.

Board of Directors' opinion The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee had carefully taken into consideration qualifications, experience and expertise of the retiring directors and the best interest of the Company, and was of the opinion that these 2 retiring directors: 1) Ms. Suvabha Charoenying and 2) Mr. Thiraphong Chansiri should be re-elected for another term and that the Meeting should consider and appoint Mr. Anhul Chauhan as a director in place of Mr. Paul Charles Kenny.

Moreover, the Board of Directors considered that Ms. Suvabha Charoenying, who is nominated as an independent director should also be re-elected as the independent director of the Company for another term, as she is capable of expressing opinions independently and her qualifications are in accordance with relevant rules.

(Details of credentials and background of each nominated person are in Enclosure 3 and Definition of Independent Directors of the Company is as prescribed in Enclosure 4).

Details of directors and their positions proposed for election are as follows:

No.	Persons proposed for election	Current Position
1.	Ms. Suvabha Charoenying	Independent Director, Chairman of the Audit Committee, Chairman of the Nominating and Corporate Governance Committee and Member of Compensation Committee
2.	Mr. Thiraphong Chansiri	Director and Member of the Compensation Committee
3.	Mr. Anhul Chauhan	Director

And the Board of Directors resolved to change the authorized signatory directors as follows:

Existing: Mr. William Ellwood Heinecke, Mr. Paul Charles Kenny, Mr. Anil Thadani, and Mr. Emmanuel Jude Dillipraj Rajakarier, any two of these four directors can jointly sign to bind the Company, with the company seal affixed.

New: Mr. William Ellwood Heinecke, Mr. Anil Thadani, Mr. Emmanuel Jude Dillipraj Rajakarier and Mr. Anhul Chauhan, any two of these four directors can jointly sign to bind the Company, with the company seal affixed.

Voting The resolution to re-elect and appoint each director must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes pursuant to criteria and procedures described in Article 13 of the Company's Articles of Association.

Agenda 5 To consider and approve the directors' remuneration for the year 2022

Facts and reasons The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee, considered and determined guidelines for fixing directors' remuneration by taking into consideration the industry practice, duties and responsibilities of directors and the performance of the Company.

Board of Directors' opinion The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee, had taken into consideration directors' accountability, the Company's performance, business size, net profit and the current economy, and deemed it appropriate to propose that the Meeting should approve directors' remuneration for the year 2022, which is the same rate as that of 2021, the details of which are proposed in Enclosure 5.

Voting This resolution must be passed by votes of not less than two-thirds of the total number of votes of the shareholders and proxy holders who attend the meeting.

Agenda 6 To consider and approve the appointment the auditors for the year 2022 and the auditing fee

Facts and reasons The Meeting should consider and appoint an auditor and fix the auditing fee for the year 2022 to comply with section 120 of the PLCA and Article 32 (5) of the Articles of Association of the Company.

Board of Directors' opinion The Board of Directors and the Audit Committee considered the matter and was of the opinion that the Meeting should approve that;

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|----------------------------|--|
| 1) Mr. Paiboon Tunkoon | Certified Public Accountant (Thailand) No. 4298 and/or |
| 2) Mr. Chanchai Chaiprasit | Certified Public Accountant (Thailand) No. 3760 and/or |
| 3) Ms. Sinsiri Thangsombat | Certified Public Accountant (Thailand) No. 7352 |

of PricewaterhouseCoopers ABAS Limited be appointed as the Company's and most of the Company's subsidiaries auditors for the year 2022 and any one of these recommended auditors be authorized to conduct the verification, audit, expression opinion, signing the audit report and other matters in relation to the financial statements of the Company and its subsidiaries for the year 2022. However, for those subsidiaries of the Company which are audited by other audit firms, the Audit Committee / the Board of Directors will ensure that the financial statements for those subsidiaries are completed within the timeframes.

In case where the appointed auditor(s) is incapable of performing the duties, PricewaterhouseCoopers ABAS Limited shall procure another Certified Public Accountant from PricewaterhouseCoopers ABAS Limited to perform the duties. (Mr. Paiboon Tunkoon conducted the audit and expressed his opinion on the financial statements of the Company the first year in 2021.)

The Board of Directors also proposes the Meeting to consider and approve the audit fees for the year 2022 of not more than 2,094,400 Baht, which is equal to the actual audit fees paid for the year 2021.

Unit: Baht	2021	2022
Audit fee	2,094,400	2,094,400

The auditors of the Company are the same persons with the auditors of most subsidiaries of the Company for the year 2021 and their names are on the approved auditors list of the Office of the Securities and Exchange Commission. In considering this appointment, the Board of Directors took into account the readiness, scope of services, audit fees, together with the external auditors' experience and independence. These auditors are not a director, staff, employee or person holding any position or having any duty in the Company. They have no relationships or conflicts of interest among the Company and its subsidiaries, the executive, the major shareholders, or other related persons of these parties. Moreover, the audit process, the continuity of audit, and the past performance are on a satisfactory level. In 2021, there were no remunerations paid to auditors other than the audit fees. Credentials and background of auditors are in Enclosure 6.

Voting This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

The Company has fixed the Record Date on March 14, 2022 to determine shareholders who are entitled to attend and vote at the Annual General Meeting of Shareholders No. 29/2022.

All shareholders are cordially invited to attend the E-Meeting at the date and time mentioned above. Shareholders or proxies who wish to attend E-Meeting must submit the Meeting Attendance Request Form (E-Request) in advance to receive the username and password for the meeting registration according to the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) shown in Enclosure 10 and send the original proxy form, affixed with 20 Baht stamp duty, and supporting documents to the below address of the Company:

Minor International Public Company Limited
Corporate Secretary Department
88 The Parq Building, 12th Fl. Ratchadaphisek Road,
Klongtoey Subdistrict, Klongtoey District, Bangkok 10110
Tel: 662 365 6115-9

Shareholders or proxies must show proof of identity as specified in Enclosure 9 in order to attend the meeting.

Should the shareholder appoint an independent director of the Company as a proxy to attend the E-Meeting on his/her behalf, please submit the original proxy form, affixed with 20 Baht stamp duty, and supporting documents to address of the Company as stated above. In this regard, no additional submission of the Meeting Attendance Request Form (E-Request) is required. The independent directors who are proposed to be granted proxy are Ms. Camille Ma and Ms. Suvabha Charoenying. Details appear in Enclosure 7.

For any questions concerning the above agenda items or any matters relevant to the Company, MINT welcomes opportunity to clarify these matters in the Meeting. Please submit your questions in advance to corp_secretary@minor.com.

In addition, due to the COVID-19 situation, the meeting of the Board of Directors approved the authorization of the Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or any person delegated by the Executive Committee, Chief Executive Officer, and/or authorized directors of the Company to have power to perform any acts relating to the 2022 Annual General Meeting of Shareholders, including changing the format of the meeting, issuance of a notice of the 2022 Annual General Meeting of Shareholders, changing of date, time and venue of the 2022 Annual General Meeting of Shareholders and other details, as deemed necessary or appropriate.

Yours sincerely,

-Signed –

Mr. William Ellwood Heinecke
Chairman

**QR Code Downloading Procedures for documents related to
Notice of the 2022 Annual General Meeting of Shareholders and 2021 Annual Report**



For downloading Notice to Shareholders
and Annual Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders and the 2021 Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Enclosure 1) by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or LINE.

For Android System

- Open applications LINE



Click on "Add friends" → Choose "QR Code" → Scan the QR Code

- Open applications QR Code Reader



→ Scan the QR Code

- Open applications Facebook



Click on "Search" → Click on "QR Code"



→ Scan the QR Code

Enclosure for Agenda 4

Credentials and Backgrounds of the nominated directors

1. Ms. Suvabha Charoenying

Nominated to be elected as	Independent Director
Current Position	Independent Director (Appointed 22 January 2016) Chairman of the Audit Committee Member of the Compensation Committee Chairman of the Nominating and Corporate Governance Committee
Age	58 years (Born in 1963)
Educational Credential	Master of Business Administration in Finance and Marketing, Assumption University Bachelor of Business Administration in Finance and Banking, Assumption University
Training / Seminar course by Thai Institute of Directors Association (IOD)	Strategic Board Master Class (SBM) Class 7/2019 and Class 2/2017 Audit Committee Program (ACP) Class 2011 Finance for Non-Finance Director (FN) Class 1/2003 Director Certification Program (DCP) Class 1/2000
Other Training / Seminar course	Families in Business from Generation to Generation Program, Harvard Business School, USA TLCA Leadership Development Program, IMD Lausanne, Switzerland Capital Market Academy Leadership Program (Batch 1), Capital Market Academy (CMA) The Executive Program of Energy Literacy for a Sustainable Future Class 13/2019, Thailand Energy Academy (TEA) Certified Financial Planner (CFP) Class 1/2009, Thai Financial Planner Association (TFPA)/ Financial Planning Standards Board (FPSB)
Other Current Position	Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee of The One Enterprise Pcl. Director of SF Corporation Pcl. Independent Director and Chairman of Corporate Governance Committee of TQM Corporation Pcl. Director of AirAsia Aviation Group Limited Director of Learn Corporation Co., Ltd. Director of Intermart (Thailand) Co., Ltd. Director of Gourmet Asia Co., Ltd. Director of Gourmet Enterprise Co., Ltd. Director of Family Office Co., Ltd. Director of Thai Institute of Directors Association Vice Chairman of Thai Financial Planner Association (TFPA)
No. of Director Position	Listed Company 3 Companies Non-Listed Company 7 Companies 2 Organizations

Experience	Director and Managing Director of Thanachart Securities Pcl. Independent Director of Big C Supercenter Pcl. Independent Director of Humanica Co., Ltd. Independent Director of T.K.S. Technologies Pcl. Chief Executive Officer of Schroder Asset Management Ltd. Executive Director of Securities One Pcl. Vice President of Morgan Grenfell Thai Company Limited
% of Shareholding as of 31 December 2021	MINT: 35,000 shares or 0.00% of paid up shares MINT-W7: - MINT-W8: - MINT-W9: -
Interest in Organization that may cause any conflict of interest or competitive condition to MINT	-None-
Year of Directorship until 2022 AGM	6 years 3 months
No. of Meeting attend in 2021	Board of Directors Meeting 5/5 Compensation Committee Meeting 2/2 Nominating and Corporate Governance Committee Meeting 2/2
Nomination Procedure	Under the careful consideration of the Nominating and Corporate Governance Committee and the Board of Directors (Details stated in the Invitation to attend the 2022 AGM agenda 4)

Nominated to be elected as	Director
Current Position	Director (Appointed 26 August 2013) Member of the Compensation Committee
Age	56 years (Born in 1965)
Educational Credential	Master of Business Administration in Management, University of San Francisco, USA Bachelor of Business Administration in Marketing, Assumption University
Training / Seminar course by Thai Institute of Directors Association (IOD)	Director Certification Program (DCP) Class 10/2001
Other Training / Seminar course	National Defence Course (NDC) Class 2019 Thailand National Defence College, National Defence Studies Institute
Other Current Position	Director, President and CEO of Thai Union Group Pcl. and Director of its subsidiaries Director of Thai Union Feedmill Pcl. Independent Director and Corporate Governance and Nomination Committee of SCG Packaging Pcl. Councilor of Thailand Management Association (TMA) Board of Trustees of Siam Technology College
No. of Director Position	Listed Company 4 Companies Non-Listed Company 38 Companies 2 Organizations
% of Shareholding as of 31 December 2021	MINT: - None - Spouse: MINT: 14,400 shares or 0.00% of paid up shares MINT-W7: - None - MINT-W7: - None - MINT-W8: - None - MINT-W8: 496 units MINT-W9: - None - MINT-W9: 450 units
Interest in Organization that may cause any conflict of interest or competitive condition to MINT	Director, President and CEO of Thai Union Group Pcl.*
Year of Directorship until 2022 AGM	8 years 7 months
No. of Meeting attend in 2021	Board of Directors Meeting 5/5 Compensation Committee Meeting 2/2
Nomination Procedure	Under the careful consideration of the Nominating and Corporate Governance Committee and the Board of Directors (Details stated in the Invitation to attend the 2022 AGM agenda 4)

Enclosure 3

Enclosure to Agenda 4

Credential and Background of the new nominated director

Mr. Anhul Chahan

Nominated to be elected as	Director
Current Position	Chief Executive Officer of Minor Food
Age	48 years (Born in 1974)
Educational Credential	MBA in Marketing and IT, Indian Institute of Management, Calcutta, India Bachelor of Engineering, Electronics & Telecommunications, SGSITS, Indore, India
Other Training / Seminar course	Leadership Reset - Senior Leaders Program 2021 Digital Transformation, Hyper Island 2021
Other Current Position	-None-
No. of Director Position	Listed Company -None- Non-Listed Company -None-
Experience	CEO, Legal Representative of Pizza Hut & JRG Vietnam General Manager- Delivery Business Unit, Chief Marketing, Sales, Food Innovation and Technology Officer of KFC Thailand, Yum! Brands Regional CMO of KFC, Asia, Yum! Brands Regional Marketing Director of KFC-Asia FBU, Yum! Brands
% of Shareholding as of 1 March 2022	MINT: -None- MINT-W7: -None- MINT-W8: -None- MINT-W9: -None-
Interest in Organization that may cause any conflict of interest or competitive condition to MINT	-None-
Year of Directorship until 2022 AGM	-None-
No. of Meeting attend in 2021	-None-
Nomination Procedure	Under the careful consideration of the Nominating and Corporate Governance Committee and the Board of Directors (Details stated in the Invitation to attend the 2022 AGM agenda 4)

Enclosure for Agenda 4

Definition of Independent Directors

The Board of Directors has determined the definition of “Independent Director” more stringent than that of the minimum requirement of regulation set by the Securities Exchange Commission and the Stock Exchange of Thailand as follows:

1. Holding shares of not more than 0.5% of total voting rights of the company, parent company, subsidiaries, associates, major shareholder or the company controlling person. The number of held shares shall be inclusive of shares held by any related persons of independent director.
2. Not being or having been an executive director, employee, staff member, advisor who receives a regular salary or being a controlling person of the company, parent company, subsidiaries, associates, subsidiaries which have the same parent company, major shareholder or the company controlling person except where such relationship was terminated for at least two years before appointment as an independent director.
3. Not being a person who is related by blood or registration under laws, including mother, father, spouses, sibling and children and spouse of children of other directors, management, major shareholder, controlling person or a person to be nominated as director, management or controlling person of the company or subsidiaries.
4. Not having or having had a business relationship with the company, parent company, subsidiaries, associates, major shareholders or the company controlling person which may compromise independence. In addition, independent directors may not be or have been a significant shareholder, or controlling person who had a business relationship with the company, parent company, subsidiaries, associates, or major shareholder or the company controlling person, except where such relationship was terminated for at least two years before appointment as an independent director.
The relationships mentioned in the first paragraph include normal business transactions, transactions regarding rental or lease of immovable assets, transactions related to assets and services, transactions regarding financial assistance including lending, borrowing, guarantees, or providing assets to pledge or mortgage loans or any other similar action, resulting in the company or the contractual party having the obligation to the other party in the value from 3% of net tangible assets of the company or 20 million baht, whichever is lower. The calculation will include the transaction value taking place with the same person who has business relationship during 12 months period prior to the day of the decision to enter into the transaction and will be subject to the Capital Market Advisory Board Re: Rules on Connected Transactions.
5. Not being or having been an independent auditor of the company, parent company, subsidiaries, associates, major shareholders, or the company controlling person, and not being a significant shareholder, controlling person or partner of the audit firm which has provided independent auditor services to the company, parent company, subsidiaries, associates, major shareholder or the company controlling person except where such relationship was terminated at least two years period before appointment as an independent director.
6. Not providing or having been providing professional services including legal advice, financial advice in consideration of service fees that are higher than two million baht per year from the company, parent company, subsidiaries, associates, major shareholder or the company controlling person and not being a significant shareholder, controlling person or partner of the independent service provider except such relationship was terminated for at least two years before the appointment as an independent director.
7. Not being a director who was appointed as a representative of a director of the company, major shareholder or shareholder who is related to the major shareholder of the company.
8. Not providing the same services as the company and not being competitors of the company and subsidiaries or not being a significant partner in a partnership or being an executive director, staff, employee, consultant who receives regular payroll, or holding over 1% of voting rights of other company which operates the same business and competes with the company and subsidiaries.
9. Not having any other conflicts that prevent independent directors from giving independent opinions to the Company.

Ms. Suvabha Charoenying, a director who is proposed to be an independent director, meets the qualification of an independent director.

Enclosure for Agenda 5

Directors Remuneration for the year 2022

- 2022 directors' remunerations (same rate as last year)

Director Remuneration (Baht)	2020	2021	2022
Directors			
For Executive Director (per annum per director)	200,000	200,000	200,000
For Non-executive Director			
Quarter Meeting (per quarter meeting per director)	300,000	300,000	300,000
Other Meeting (per meeting per director)	25,000	25,000	25,000
Audit Committee			
For Chairman of the Audit Committee			
Annual Fee	250,000	250,000	250,000
Meeting Fee (per meeting)	60,000	60,000	60,000
For Member of the Audit Committee			
Annual Fee (per person)	125,000	125,000	125,000
Meeting Fee (per meeting per person)	40,000	40,000	40,000
Compensation Committee			
Annual Fee			
For Chairman of the Compensation Committee	150,000	150,000	150,000
For Member of the Compensation Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee (per meeting per person)	25,000	25,000	25,000
Nominating and Corporate Governance Committee			
Annual Fee			
For Chairman of the Nominating and Corporate Governance Committee	150,000	150,000	150,000
For Member of the Nominating and Corporate Governance Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee (per meeting per person)	25,000	25,000	25,000
Risk Management Oversight Committee* (for Non-Executive Directors only)			
Annual Fee			
For Chairman of the Risk Management Oversight Committee	150,000	150,000	150,000
For Member of the Risk Management Oversight Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee (per meeting per person)	25,000	25,000	25,000

- Annual bonus for Non-Executive Directors at the rate of not more than of 0.2% of cash dividend (if any).

In addition to the remuneration, directors also received director privileges, of which value is equivalent to 25,000 Baht as defined per property per year.

The details of the remuneration of each director for 2021 and Duties and Responsibilities of Sub-Committee are presented in the 2021 Annual Report (56-1 One Report).

Enclosure for Agenda 6

Credentials and Backgrounds of the Auditors

1. Mr. Paiboon Tankoon	Certified Public Accountant (Thailand) No. 4298
Company	PricewaterhouseCoopers ABAS Limited
Current Position	Audit Partner
Educational Credential	MBA, Chulalongkorn University Advanced diploma in auditing, Chulalongkorn University Bachelor's degree in Accounting, Thammasart University
Work Experiences	more than 30 years
Experience with MINT	1 year (Year 2021)
Interest in Organization that may cause any conflict of interest to MINT	-None-
2. Mr. Chanchai Chaiprasit	Certified Public Accountant (Thailand) No. 3760
Company	PricewaterhouseCoopers ABAS Limited
Current Position	Chief Executive Officer
Educational Credential	MBA Faculty of Law, Chulalongkorn University Bachelor's degree in Accounting, Thammasart University
Work Experiences	more than 20 years
Experience with MINT	-None-
Interest in Organization that may cause any conflict of interest to MINT	-None-
3. Ms. Sinsiri Thangsombat	Certified Public Accountant (Thailand) No. 7352
Company	PricewaterhouseCoopers ABAS Limited
Current Position	Partner
Educational Credential	Master of Business Administration, Thammasat University Bachelor of Accounting (First Class Honors) English Program, Thammasat University
Work Experiences	more than 20 years
Experience with MINT	-None-
Interest in Organization that may cause any conflict of interest to MINT	-None-

ติดอากรแสตมป์

20 บาท

Duty Stamp
20 Baht

หนังสือมอบฉันทะแบบ ก.
Proxy Form A

เขียนที่

Made at

วันที่ เดือน พ.ศ.

Date Month Year

1. ข้าพเจ้า สัญชาติ

I/We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at No. Road Sub District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

ซึ่งเป็นผู้ถือหุ้นของบริษัท ไมเนอร์ อินเตอร์เนชั่นแนล จำกัด (มหาชน)

as a shareholder of Minor International Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

holding a total amount of shares, and is entitled to cast votes

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares, and is entitled to cast votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share shares, and is entitled to cast votes

2. ขอมอบฉันทะให้

hereby appoint

(1) อายุ ปี อยู่บ้านเลขที่

Name

Age

Residing at No.

ถนน ตำบล/แขวง อำเภอ/เขต

Road Sub District District

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

(2) อายุ ปี อยู่บ้านเลขที่

Name

Age

Residing at No.

ถนน ตำบล/แขวง อำเภอ/เขต

Road Sub District District

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

☐ มอบฉันทะให้กรรมการอิสระ นางสาวคามิลล์ มา อายุ 64 ปี

Assign a proxy to the Independent Director, Ms. Camille Ma of age 64 years

อยู่บ้านเลขที่ 88 อาคารเดอะพาร์ก ชั้น 12 ถนน ถนนรัชดาภิเษก ตำบล/แขวง คลองเตย

อำเภอ/เขต คลองเตย จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110

Residing at No. 88 The Parq Building, 12th Fl. Ratchadaphisek Road Sub District Klongtoey

District Klongtoey Province Bangkok Postal Code 10110

☐ มอบฉันทะให้กรรมการอิสระ.....นางสาวสุภา เจริญยิ่ง.....อายุ58..... ปี
Assign a proxy to the Independent Director, Ms. Suvabha Charoenying of age 58 years
อยู่บ้านเลขที่ 88 อาคารเดอะปาร์ค ชั้น 12 ถนน ถนนรัชดาภิเษก ตำบล/แขวง คลองเตย
อำเภอ/เขต คลองเตย จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110
Residing at No. 88 The Parq Building, 12th Fl. Ratchadaphisek Road Sub District Klongtoey
District Klongtoey Province Bangkok Postal Code 10110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
สามัญผู้ถือหุ้น ครั้งที่ 29/2565 ในวันที่ 22 เมษายน 2565 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting)
เพียงแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Just only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of
Shareholders No. 29/2022 on April 22, 2022 at 1.00 p.m. in the form of electronic meeting (E-Meeting), or at any
adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ ผู้มอบฉันทะ
Signed (.....) Grantor

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

หมายเหตุ

Remark

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถ
แบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the votes on his/her/their
behalf and all votes of a shareholder cannot be split for more than one proxy.

ติดอากรแสตมป์

20 บาท

Duty Stamp
20 Baht

หนังสือมอบฉันทะแบบ ข.

Proxy Form B

เขียนที่

Made at

วันที่ เดือน พ.ศ.

Date Month Year

1. ข้าพเจ้า สัญชาติ

I/We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at No. Road Sub District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

ซึ่งเป็นผู้ถือหุ้นของบริษัท ไมเนอร์ อินเตอร์เนชั่นแนล จำกัด (มหาชน)

as a shareholder of Minor International Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding a total amount of shares, and is entitled to cast votes

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares, and is entitled to cast votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share shares, and is entitled to cast votes

2. ขอมอบฉันทะให้

hereby appoint

(1) อายุ ปี อยู่บ้านเลขที่

Name

Age

Residing at No.

ถนน ตำบล/แขวง อำเภอ/เขต

Road Sub District District

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

(2) อายุ ปี อยู่บ้านเลขที่

Name

Age

Residing at No.

ถนน ตำบล/แขวง อำเภอ/เขต

Road Sub District District

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

☐ มอบฉันทะให้กรรมการอิสระ นางสาวคามิลล์ มา อายุ 64 ปี

Assign a proxy to the Independent Director, Ms. Camille Ma of age 64 years

อยู่บ้านเลขที่ 88 อาคารเดอะพาร์ก ชั้น 12 ถนน ถนนรัชดาภิเษก ตำบล/แขวง คลองเตย

อำเภอ/เขต คลองเตย จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110

Residing at No. 88 The Park Building, 12th Fl. Ratchadaphisek Road Sub District Klongtoey

District Klongtoey Province Bangkok Postal Code 10110

☐ มอบฉันทะให้กรรมการอิสระ.....นางสาวสุภาว เจริญยิ่ง.....อายุ.....58.....ปี
Assign a proxy to the Independent Director,Ms. Suvabha Charoenying..... of age58..... years
อยู่บ้านเลขที่.....88 อาคารเดอะปาร์ค ชั้น 12..... ถนน.....ถนนรัชดาภิเษก.....ตำบล/แขวง.....คลองเตย.....
อำเภอ/เขต.....คลองเตย.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10110.....
Residing at No.88 The Parq Building, 12th Fl.Ratchadaphisek Road..... Sub DistrictKlongtoey
DistrictKlongtoey..... ProvinceBangkok..... Postal Code10110.....

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
สามัญผู้ถือหุ้น ครั้งที่ 29/2565 ในวันที่ 22 เมษายน 2565 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting)
เพียงแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Just only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of
Shareholders No. 29/2022 on April 22, 2022 at 1.00 p.m. in the form of electronic meeting (E-Meeting), or at any
adjournment thereof.

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการเข้าร่วมประชุมครั้งนี้ ดังนี้
I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับทราบรายงานประจำปีและรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทใน
รอบปี 2564

**Agenda 1 To consider and acknowledge the annual report and the board of directors report on the Company's
performance for the year 2021**

- วาระนี้เป็นการแจ้งเพื่อทราบ จึงไม่ต้องการลงมติ -
- This agenda is for acknowledgement and does not require the voting-

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564 พร้อมทั้งรับทราบรายงานของผู้สอบ
บัญชี

**Agenda 2 To consider and approve the financial statements for the year ended December 31, 2021 including to
acknowledge the auditor's report**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all
respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Not approve | Abstain |

วาระที่ 3 พิจารณานุมัติงดการจ่ายเงินปันผลประจำปี 2564 และการจัดสรรเงินสำรองตามกฎหมาย

**Agenda 3 To consider and approve the omission of dividend payment for the year 2021 and the allocation of
profit for statutory reserve**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Not approve | Abstain |

วาระที่ 4 พิจารณาเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดต้องออกจากตำแหน่งตามวาระในปี 2565 และการแต่งตั้งกรรมการเข้าใหม่ รวมทั้งแก้ไขผู้มีอำนาจลงนามแทนบริษัท

Agenda 4 To consider and approve the election of the directors completing their term for the year 2022 and appointment of new director, as well as change of the authorized signatory directors

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ แต่งตั้งกรรมการทั้งหมด
The election and appointment of the whole set of directors
- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Not approve | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|---|--|
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
The election and appointment of individual director(s) as follows:
1. นางสาวสุภา เจริญยิ่ง
Ms. Suvabha Charoenying
- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Not approve | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|---|--|
2. นายธีรพงศ์ จันศิริ
Mr. Thiraphong Chansiri
- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Not approve | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|---|--|
3. นายอันสุล ชาฮัน
Mr. Anhul Chauhan
- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Not approve | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|---|--|

วาระที่ 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2565

Agenda 5 To consider and approve the directors' remuneration for the year 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Not approve | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|---|--|

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2565 และกำหนดค่าสอบบัญชี

Agenda 6 To consider and approve the appointment the auditors for the year 2022 and the auditing fee

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Not approve | Abstain |

4. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my/our voting as shareholder(s).

5. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ ผู้มอบฉันทะ
Signed (.....) Grantor

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
3. ในกรณีที่มติวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)

Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ.....ไมเนอร์ อินเตอร์เนชั่นแนล..... จำกัด (มหาชน)

Grant of proxy as a shareholder ofMinor International..... Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 29/2565 ในวันที่ 22 เมษายน 2565 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) เพียงแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 29/2022 on April 22, 2022 at 1.00 p.m. in the form of electronic meeting (E-Meeting), or at any adjournment thereof.

วาระที่..... เรื่อง.....

Agenda Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy may consider the matters and vote on my/our behalf as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Not approve

Abstain

วาระที่..... เรื่อง.....

Agenda Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy may consider the matters and vote on my/our behalf as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Not approve

Abstain

วาระที่..... เรื่อง.....

Agenda Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy may consider the matters and vote on my/our behalf as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Not approve

Abstain

วาระที่..... เรื่อง เลือกตั้งกรรมการ
Agenda Subject Appointment of Directors

ชื่อกรรมการ

Name of director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Not approve

☐งดออกเสียง

Abstain

ชื่อกรรมการ

Name of director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Not approve

☐งดออกเสียง

Abstain

ชื่อกรรมการ

Name of director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Not approve

☐งดออกเสียง

Abstain

ชื่อกรรมการ

Name of director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Not approve

☐งดออกเสียง

Abstain

ชื่อกรรมการ

Name of director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Not approve

☐งดออกเสียง

Abstain

ชื่อกรรมการ

Name of director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Not approve

☐งดออกเสียง

Abstain

ติดอากรแสตมป์

20 บาท

Duty Stamp
20 Baht

หนังสือมอบฉันทะแบบ ค.

Proxy Form C

เขียนที่

Made at

วันที่ เดือน พ.ศ.

Date Month Year

1. ข้าพเจ้า สัญชาติ

I/We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at No. Road Sub District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

As the Custodian of (Please specify the fund name/shareholder name)

ซึ่งเป็นผู้ถือหุ้นของบริษัท ไมเนอร์ อินเตอร์เนชั่นแนล จำกัด (มหาชน)

as a shareholder of Minor International Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

holding a total amount of shares, and is entitled to cast votes

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares, and is entitled to cast votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share shares, and is entitled to cast votes

2. ขอมอบฉันทะให้

hereby appoint

(1) อายุ ปี อยู่บ้านเลขที่

Name

Age

Residing at No.

ถนน ตำบล/แขวง อำเภอ/เขต

Road Sub District District

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

(2) อายุ ปี อยู่บ้านเลขที่

Name

Age

Residing at No.

ถนน ตำบล/แขวง อำเภอ/เขต

Road Sub District District

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

☐ มอบฉันทะให้กรรมการอิสระ นางสาวคามิลล์ มา อายุ 64 ปี

Assign a proxy to the Independent Director, Ms. Camille Ma of age 64 years

อยู่บ้านเลขที่ 88 อาคารเดอะปาร์ค ชั้น 12 ถนน ถนนรัชดาภิเษก ตำบล/แขวง คลองเตย

อำเภอ/เขต คลองเตย จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110

Residing at No. 88 The Park Building, 12th Fl. Ratchadaphisek Road Sub District Klongtoey

District Klongtoey Province Bangkok Postal Code 10110

☐ มอบฉันทะให้กรรมการอิสระ.....นางสาวสุภา เจริญยิ่ง.....อายุ.....58.....ปี
Assign a proxy to the Independent Director,Ms. Suwabha Chareonying.....of age.....58.....years
อยู่บ้านเลขที่.....88 อาคารเดอะปาร์ค ชั้น 12.....ถนน.....ถนนรัชดาภิเษก.....ตำบล/แขวง.....คลองเตย
อำเภอ/เขต.....คลองเตย.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10110
Residing at No.88 The Park Building, 12th Fl.Ratchadaphisek Road.....Sub District.....Klongtoey
District.....Klongtoey.....Province.....Bangkok.....Postal Code.....10110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
สามัญผู้ถือหุ้น ครั้งที่ 29/2565 ในวันที่ 22 เมษายน 2565 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting)
เพียงแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Just only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders
No. 29/2022 on April 22, 2022 at 1.00 p.m. in the form of electronic meeting (E-Meeting), or at any adjournment thereof.

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

The number of votes for which I/We authorize the Proxy to vote in this meeting is

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To authorize the Proxy to cast the votes pursuant to the total number of shares

☐ มอบฉันทะบางส่วน คือ

To authorize the Proxy to cast the votes less than the total number of shares

☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนน.....เสียง
Ordinary share.....shares, and is entitled to cast.....votes

☐ หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนน.....เสียง
Preferred share.....shares, and is entitled to cast.....votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง
Total.....votes

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follow:

วาระที่ 1 พิจารณารับทราบรายงานประจำปีและรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัท
ในรอบปี 2564

**Agenda 1 To consider and acknowledge the annual report and the board of directors report on the
Company's performance for the year 2021**

- วาระนี้เป็นการแจ้งเพื่อทราบ จึงไม่ต้องมีการลงมติ -

- This agenda is for acknowledgement and does not require the voting-

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564 พร้อมทั้งรับทราบรายงานของ
ผู้สอบบัญชี

**Agenda 2 To consider and approve the financial statements for the year ended December 31, 2021 including
to acknowledge the auditor's report**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all
respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy may consider the matters and vote on my/our behalf as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

วาระที่ 3 พิจารณานุมัติงดการจ่ายเงินปันผลประจำปี 2564 และการจัดสรรเงินสำรองตามกฎหมาย

Agenda 3 To consider and approve the omission of dividend payment for the year 2021 and the allocation of profit for statutory reserve

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | | | | |
|---|--|---|------|---------|------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง | | | |
| Approve | Vote | Not approve | Vote | Abstain | Vote |

วาระที่ 4 พิจารณาเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดต้องออกจากตำแหน่งตามวาระในปี 2565 และการแต่งตั้งกรรมการเข้าใหม่ รวมทั้งแก้ไขผู้มีอำนาจลงนามแทนบริษัท

Agenda 4 To consider and approve the election of the directors completing their term for the year 2022 and appointment of new director, as well as change of the authorized signatory directors

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ แต่งตั้งกรรมการทั้งชุด
The election and appointment of the whole set of directors
- | | | | | | |
|---|--|---|------|---------|------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง | | | |
| Approve | Vote | Not approve | Vote | Abstain | Vote |
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
The election and appointment of individual director(s) as follows:
- นางสาวสุภาว จาริญยिंग
Ms. Suvabha Charoenying
- | | | | | | |
|---|--|---|------|---------|------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง | | | |
| Approve | Vote | Not approve | Vote | Abstain | Vote |
- นายธีรพงศ์ จันศิริ
Mr. Thiraphong Chansiri
- | | | | | | |
|---|--|---|------|---------|------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง | | | |
| Approve | Vote | Not approve | Vote | Abstain | Vote |
- นายอันฮูล ชาฮัน
Mr. Anhul Chauhan
- | | | | | | |
|---|--|---|------|---------|------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง | | | |
| Approve | Vote | Not approve | Vote | Abstain | Vote |

วาระที่ 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2565

Agenda 5 To consider and approve the directors' remuneration for the year 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2565 และกำหนดค่าสอบบัญชี

Agenda 6 To consider and approve the appointment the auditors for the year 2022 and the auditing fee

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my/our voting as shareholder(s).

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ ผู้มอบฉันทะ
Signed (.....) Grantor

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

หมายเหตุ

Remarks

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy Form C.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidences to be enclosed with the proxy form are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะ
Letter of attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
- ในกรณีที่มิวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ค.)

Annex to the Form of Proxy (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ.....ไมเนอร์ อินเตอร์เนชั่นแนล..... จำกัด (มหาชน)

Grant of proxy as a shareholder of Minor International Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 29/2565 ในวันที่ 22 เมษายน 2565 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) เพียงแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 29/2022 on April 22, 2022 at 1.00 p.m. in the form of electronic meeting (E-Meeting), or at any adjournment thereof.

วาระที่..... เรื่อง.....
Agenda Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | | | | |
|---|--|--|------|---------|------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> ดออกเสียง.....เสียง | | | |
| Approve | Vote | Not approve | Vote | Abstain | Vote |

วาระที่..... เรื่อง.....
Agenda Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | | | | |
|---|--|--|------|---------|------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> ดออกเสียง.....เสียง | | | |
| Approve | Vote | Not approve | Vote | Abstain | Vote |

วาระที่..... เรื่อง.....
Agenda Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | | | | |
|---|--|--|------|---------|------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> ดออกเสียง.....เสียง | | | |
| Approve | Vote | Not approve | Vote | Abstain | Vote |

วาระที่..... เรื่อง เลือกตั้งกรรมการ
Agenda Subject Appointment of Directors

ชื่อกรรมการ

Name of director

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ

Name of director

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ

Name of director

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ

Name of director

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ

Name of director

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ

Name of director

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

รายละเอียดเกี่ยวกับกรรมการอิสระผู้รับมอบฉันทะ

Details of Independent Director who can be a proxy

1. นางสาวคามิลล์ มา	อายุ 64 ปี (เกิดเมื่อปี 2500)
Ms. Camille Ma	Age 64 years (Born in 1957)
ตำแหน่ง	กรรมการอิสระ (แต่งตั้งเมื่อวันที่ 19 มิถุนายน 2563)
Positions	Independent Director (Elected in 19 June 2020)
	กรรมการตรวจสอบ
	Member of the Audit Committee
	ประธานกรรมการกำหนดค่าตอบแทน
	Chairman of the Compensation Committee
	กรรมการสรรหาและกำกับดูแลกิจการ
	Member of the Nominating and Corporate Governance Committee

การมี/ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครั้งนี้

Interest in the agenda considered

วาระที่ 5 การกำหนดค่าตอบแทนกรรมการประจำปี 2565

Agenda 5 To consider and fix the directors' remuneration for the year 2022

คุณวุฒิการศึกษา / Educational

- MM, SASIN Graduate School of Business Administration
- BA Political Science and East Asian Studies, Wellesley College, Wellesley Mass, USA

หลักสูตรการอบรม สัมมนาจัดโดย สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย (IOD)

Training / Seminar course by Thai Institute of Directors Association (IOD)

- หลักสูตร Advanced Audit Committee program (AACP) รุ่นที่ 36/2563
Advanced Audit Committee Program (AACP) Class 36/2020
- หลักสูตร Board that Make a Difference (BMD) รุ่นที่ 2/2559
Board that Make a Difference (BMD) Class 2/2016
- หลักสูตร Boardroom Success through Financing and Investment (BFI) ปี 2559
Boardroom Success through Financing and Investment (BFI) Class 2016
- หลักสูตร Director Certification Program (DCP) รุ่นที่ 182/2556
Director Certification Program (DCP) Class 182/2013

ประสบการณ์ทำงาน / Experiences

- Financial Advisor to Chairman, Financial Committee Member and Investment Committee Member of Charoen Pokphand Group
- Financial Institutions Regional Equity Analyst of Morgan Stanley (Asia) Ltd.
- Director Strategic and Equity Investment Portfolio, and Derivatives Business Development of Securities One Pcl.

2. นางสาวสุภา เจริญยิ่ง

อายุ 58 ปี (เกิดเมื่อปี 2506)

Ms. Suvabha Charoenying

Age 58 years (Born in 1963)

สามารถพิจารณา คุณวุฒิการศึกษา/ประวัติการอบรม การดำรงตำแหน่งอื่น ๆ และประสบการณ์ทำงานของนางสาวสุภา เจริญยิ่ง ได้ในเอกสารแนบ 3
Please see Educational Credential, Other Current Positions and Experiences of Ms. Suvabha Charoenying in Enclosure 3

การมี/ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครั้งนี้

Interest in the agenda considered

วาระที่ 4* พิจารณาเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดต้องออกจากตำแหน่งตามวาระในปี 2565

Agenda 4* To consider and approve the election of the directors completing their term for the year 2022

วาระที่ 5 การกำหนดค่าตอบแทนกรรมการประจำปี 2565

Agenda 5 To consider and fix the directors' remuneration for the year 2022

หมายเหตุ:

Note:

* การมีส่วนได้เสียพิเศษตามที่กำหนดในแบบ AGM Checklist เป็นการเปิดเผยข้อมูล เฉพาะในส่วนของการกระทำความผิดที่ผู้ถือหุ้นจะรับมอบ
ฉันทะจากผู้ถือหุ้นเท่านั้น ว่ามีส่วนได้เสียพิเศษใด ๆ กับวาระการประชุมผู้ถือหุ้นในครั้งนั้นหรือไม่ เช่น มีส่วนได้เสียพิเศษในวาระเลือกตั้ง
กรรมการเพราะเป็นผู้ที่จะต้องถูกเลือกตั้งกลับเข้ามาเป็นกรรมการอีกครั้งหนึ่ง

* The disclosure of special interest specified in the AGM Checklist Form is the disclosure of information specifically on any
special interest that an independent director who will be acting as proxy for the shareholders has in any matters on the agenda
such as special interest in the election of directors due to being a nominee for the re-election.

ผู้ถือหุ้นที่ประสงค์จะมอบฉันทะให้กรรมการของบริษัท สามารถจัดส่งหนังสือมอบฉันทะพร้อมเอกสารประกอบ มายังบริษัททางไปรษณีย์
ตามที่อยู่ข้างล่างนี้ โดยเอกสารจะต้องมาถึงบริษัท ภายในวันที่ 21 เมษายน 2565 เวลา 17.00น. ตามที่อยู่ดังนี้

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please
submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form
and required documents shall be delivered to the Company by 21 April 2022 at 5.00 p.m at the following address:

หนังสือมอบฉันทะ

Proxy Form

บริษัท ไมเนอร์ อินเตอร์เนชั่นแนล จำกัด (มหาชน)

Minor International Public Company Limited

ส่วนงานเลขานุการบริษัท

Corporate Secretary Department

88 อาคารเดอะพาร์ค ชั้น 12 ถนนรัชดาภิเษก

88 The Parq Building, 12th Fl. Ratchadaphisek Road,

แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110

Klongtoey Subdistrict, Klongtoey District, Bangkok 10110

โทรศัพท์: 662 365 6115-9

Tel: 662 365 6115-9

**The Articles of Association
of Minor International Public Company Limited
in related to Shareholders Meeting**

Chapter 4
Directors

Article 12 The board of directors of the Company shall consist of at least five directors, but not more than twelve directors. Not less than half of the total number of directors shall be resident in the Kingdom. Each director shall have qualifications as specified by law.

Article 13 The directors shall be elected by the shareholders meeting in accordance with the following rules and methods:

- (1) The election of directors may be done person by person or by way of several persons at the same time.
- (2) The election of directors shall be adopted by a majority vote and each shareholder shall have one vote for one share.
- (3) Persons receiving the highest votes in descending order shall be elected directors equal to the permissible number of directors to be elected at that time. Where those persons who are elected, in descending order, receive equal votes which are more than the permissible number of directors to be elected at that time, the chairman of the general meeting shall cast a deciding vote.

Article 14 At every annual general meeting, one-third of the directors shall be retired. If the number of directors is not a multiple of three, then the number of directors closest to one-third shall be retired.

Directors who must retire in the first and second year after the registration of the Company will participate in a draw to find out who will retire. In subsequent years, the director who has held office longest shall retire.

Article 24 No director shall operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of a private company or any other company operating a business which has the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the shareholders' meeting prior to the resolution for his or her appointment.

Article 26. Directors are entitled to the following remuneration:

- (1) salary, meeting allowance, allowance, bonus, transportation allowance and other necessary expenses; and
- (2) other allowance and other remuneration as approved by the shareholders' meeting.

This allowance is not affected to staff or employee benefit who is appointed to be director in which to receive return and other benefits as a staff or employee of the company.

Chapter 5
Meeting of Shareholders

Article 28 The board of directors shall arrange an annual general meeting of shareholders within four months from the last date of the fiscal year of the Company.

A shareholders meeting other than an annual general meeting shall be called an "extraordinary general meeting". In calling any extraordinary general meeting, the board of directors may call an extraordinary general meeting at any time, or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total issued shares may request the board of directors in writing to call an extraordinary general meeting of shareholders at any time, but the agenda and reasons for holding such meeting shall be clearly indicated in such a request. In such event, the board of directors is required to call the extraordinary general meeting within forty-five (45) days from the date on which such written request is received.

If the board of directors does not hold the meeting within the forty-five (45) day period under paragraph two, the shareholders who subscribe their names or other shareholders holding shares in the required amount may call the meeting within forty-five (45) days from the date on which the period of time in paragraph two ends. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for the expenses necessarily incurred in the holding of such meeting and facilitate such meeting as reasonably required.

If the quorum is not constituted in any general meeting called pursuant to paragraph three, the shareholders requesting the meeting pursuant to paragraph three shall compensate the Company for the expenses incurred in the arrangements for holding that meeting.

Article 29 In summoning a shareholders' meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the Board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.

Article 30 The shareholder meeting must be attended by shareholders in persons or by proxies (if any) not less than twenty-five persons or not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all paid-up shares to constitute a quorum.

If one hour has elapsed after the appointed time of the meeting but the shareholders attending the meeting do not constitute a quorum, the meeting shall be called off in case the meeting was summoned upon the requisition of the shareholders. If the meeting was not summoned by the shareholders not less than 7 days before the date fixed for the meeting, the meeting shall proceed even if it does not constitute a quorum.

The chairman of the Board of Directors shall be the chairman of the shareholder meetings. In case the chairman of the Board of Directors does not present at the meeting or unable to perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. In case the vice-chairman is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 31 At a general meeting of shareholders, a shareholders may grant a proxy in writing to other persons to attend and vote on his or her behalf. A proxy statement must be dated and signed by the shareholder and must be in the form prescribed by the official registrar. A proxy must be submitted to the chairman of the meeting or the person at the meeting prior to the proxy being able to attend the meeting. In casting votes, one share shall be entitled to one vote. A resolution of the shareholder meeting shall require:

- (1) In an ordinary event, the majority vote 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 quarters 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 entire or important parts of the business of the company to other persons;
 - (B) the purchase or acceptance of transfer of the business of other companies or private companies by the company
 - (C) the making, amending or terminating of contracts with respect to the granting of a lease of the entire or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.

Article 32 An annual general meeting shall be summoned for the following purposes:

- (1) Considering and acknowledging the annual report of the Board of Directors;
- (2) Considering and approving the balance sheet and the profit and loss statement;
- (3) Considering and approving the appropriation of profit and dividend payment;
- (4) Electing and new director in replacement of those who must retire on the expiration of their terms
- (5) Appointing auditor and fixing the remuneration for auditing

**Guidelines for
Submission of Meeting Attendance Request Form (E-Request),
Documents required in order to attend the Shareholders' Meeting, Proxy Appointment
for attending Annual General Shareholders' Meeting in the form of electronic meeting (E-Meeting)
Minor International Public Company Limited**

Shareholders or proxies who wish to attend the meeting in the form of electronic meeting (E-Meeting) must submit the Meeting Attendance Request Form (E-Request) in advance by following all the procedures specified in Enclosure 9 and 10. In case the submitted documents are incomplete, incorrect or in compliance with the requirements stated herein, the Company reserves the right to reject the registration.

Submission of the Meeting Attendance Request Form (E-Request)

Shareholders or proxies who wish to attend the E-Meeting must submit the Meeting Attendance Request Form (E-Request) in advance to receive username and password for the meeting registration. The Meeting Attendance Request Form and all required documents can be submitted via E-Request system from April 8, 2022, at 08:30hrs until the meeting is adjourned. After the Company has verified and approved the submitted E-Request, the shareholder will receive an approval notification email providing the username and password and a link for meeting registration on the shareholders' meeting date. The E-Meeting system will be accessible for meeting registration on April 22, 2022, from 11:00hrs onwards.

Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) provided herewith in Enclosure 10.

Documents required

1. In the event that the shareholder is a natural person
 - 1.1. Attendance in person;

Certified correct copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name, supporting documents are required.
 - 1.2. Attendance by proxy:
 - (a) A Proxy Form which is completely filled and signed by the proxy grantor (the shareholder) and the proxy;
 - (b) A copy of the proxy grantor's official ID cards as referred to in 1.1 certified correct by the proxy grantor; and
 - (c) An original or copy of the proxy's official ID card as referred to in 1.1.
 - 1.3. In the event that the shareholder is a foreign person appointing the Custodian in Thailand
 - (a) A Proxy Form C which is completely filled and signed by the proxy grantor (the Custodian) and the proxy;
 - (b) A copy of the shareholder's official ID cards as referred to in 1.1 certified correct by the shareholder;
 - (c) Letter of power of attorney from the shareholder empowering the custodian to sign this Proxy Form C on the shareholder's behalf; and
 - (d) Document confirming that the person who signed Proxy Form C is permitted to operate the custodian business.
2. In the event that the shareholder is a juristic person
 - 2.1 Attendance by an authorized representative of the shareholder:
 - (a) An original or copy of such authorized representative's official ID card as referred to in 1.1; and
 - (b) A copy of the Affidavit or Certificate of Incorporation of the shareholder issued no more than 1 year by the Ministry of Commerce, showing the name of such authorized representative as a person having authority to act on the shareholder's behalf. Such copy of affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any).

2.2 Attendance by proxy

- (a) A proxy form which is completely filled and signed by the proxy grantor (the shareholder) and the proxy;
- (b) For juristic person incorporated in Thailand
A copy of the Affidavit or Certificate of Incorporation of the shareholders issued no more than 1 year by the Ministry of Commerce, showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf. Such copy of Affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any);

For juristic person incorporated outside Thailand

A copy of the Affidavit or Certificate of Incorporation of the shareholders issued no more than 1 year by the authorized institution, showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf. Such copy of Affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any).

- (c) Certified true copy of valid evidence of authorized representative of the shareholder who signs the proxy form as the proxy grantor as referred to in 1.1, and certified correct by the proxy grantor; and
- (d) An original or copy of the proxy's official ID card as referred to in 1.1

2.3. In the event that the shareholder is a foreign juristic person appointing the Custodian in Thailand

- (a) A proxy form C which is completely filled and signed by the proxy grantor (the Custodian) and the proxy;
- (b) A copy of the Affidavit or Certificate of Incorporation of the shareholders issued no more than 1 year by the authorized institution, showing that the name of the person who signs in the letter of power of attorney as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf. Such copy of Affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any); and
- (c) Certified true copy of valid evidence of authorized representative of the shareholder as referred to in 1.1, and certified correct by such authorized representative;
- (d) Letter of power of attorney from the shareholder empowering the custodian to sign this Proxy Form C on the shareholder's behalf; and
- (e) Document confirming that the person who signed this Proxy Form C is permitted to operate the custodian business.

In the case where the foreign institution shareholder appoints a commercial bank in Thailand as its Custodian, (b) and (c) will not be required.

The Company reserves the right to request any further documents as it deems appropriate.

Appointment by Proxy

The Company has provided 3 proxy forms prescribed by the Department of Commercial Registration, Ministry of Commerce to be used in any shareholders' meeting in order to facilitate the proxy which are:

1. Form A, a general form which is easy to be used.
2. Form B, much of detail was clearly specified; and
3. Form C, in case proxy grantor is custodian.

The shareholder may select any form of the three provided above and any other person or the Company's independent director to facilitate the proxy and proceed the following criteria:

- **Appointment of a proxy** to attend the E-Meeting on behalf of the shareholder

The shareholder or proxy shall submit the Meeting Attendance Request Form (E-Request) in advance to receive the username and password for the meeting registration according to the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) shown in Enclosure 10 and **send the original proxy form and supporting documents to the Company.**

Minor International Public Company Limited
Corporate Secretary Department
88 The Parq Building, 12th Fl. Ratchadaphisek Road,
Klongtoey Subdistrict, Klongtoey District, Bangkok 10110
Tel: 662 365 6115-9

- **Appointment of an independent director** as a proxy to attend the E-Meeting on behalf of the shareholder

The shareholder shall submit the original proxy form and supporting documents to the Company.

No additional submission of the Meeting Attendance Request Form (E-Request) is required.

In case a shareholder desires to revoke the proxy, the shareholder must notify the Company of the revocation in a written form prior to commencement of the meeting.

The Office of the Securities and Exchange Commission has stipulated the Notification of the Capital Market Supervisory Board Tor Jor. 79/2564, Criteria for the Proxy Solicitation to Attend the Meeting and Vote on the Shareholders' Behalf, dated December 29, 2021, effective from January 16, 2022. For more detailed information, please kindly download the notification from www.sec.or.th.

Privacy Notice

Minor International Public Company Limited ("the Company") respects the privacy of shareholders, proxy holders and attendees of the Annual General Meeting, and undertakes to process the personal data in accordance with the Privacy Data Protection Act B.E. 2562.


1. Personal data to be collected: The Company will receive and collect personal data directly from shareholders, proxy holders, and/or attendants attending the Shareholders' Meeting and from Thailand Securities Depository Company Limited, the Company's share registrar monitoring and maintaining share-related information to be accurate, complete and up-to-date. Personal data consists of the following:
 - 1.1 General Personal Data such as name, surname, identification number or passport number, date of birth, gender, shareholder identification number, image, video recording..
 - 1.2 Contact information such as address, telephone, and email.
2. Purpose of collection, use and disclosure of personal data: The Company will collect, use and disclose personal data for the following purposes:
 - 2.1 To call, arrange and conduct the Annual General Meeting of Shareholders of the Company pursuant to the Company Articles of Association as well as applicable laws, notifications and criteria for meeting arrangement and preparation of minutes as stipulated by the government.
 - 2.2 To be used for video and audio broadcasts of the meeting, records of still and motion pictures as evidence of the meeting, including publication via printed and electronic media.
 - 2.3 To send the annual report (56-1 One Report) [and/or Sustainability Report and/or Financial Report] as requested by the shareholders or proxy holders.
 - 2.4 The personal data of shareholders or proxy holders and/or attendants attending the Shareholders' Meeting will be kept as confidential under applicable laws and the disclosure of the personal data will be done only for the purposes mentioned in this document. The Company will disclose personal data to persons or agencies including but not limited to service providers or meeting consultants, shipping and printing service providers, technology providers, as related to the service and necessary, or government agencies related to public health and communicable disease prevention and government and authorities as specified by laws.
3. Rights of data owners: The data owners have the rights, pursuant to the personal data protection act B.E. 2019, to withdraw consent, to inspect, to request access to and obtain a copy of their personal data, to request for correction or for update and deletion or destruction of their personal data, to limit the use of personal data, to request for personal data transfer according to the methods prescribed by the law as well as to lodge a complaint and to object the collection, use or disclosure of their personal data.

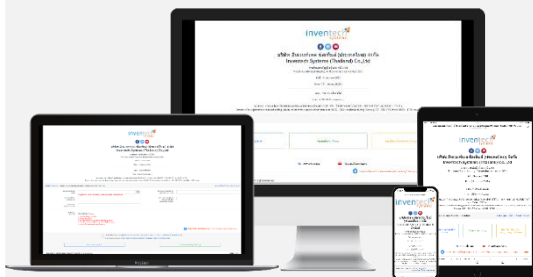
 In a case where the personal data owner does not provide his/her necessary personal data to the Company according to the purposes as stated in this document, the personal data owner may be restricted his/her rights in the Shareholders' Meeting or rights to request a document, etc.
4. Personal data retention period: The Company will retain personal data under item 1 within the period specified by relevant laws and/or as deemed necessary to achieve the purposes under this document.
5. Contact information:
 Minor International Public Company Limited
 Corporate Secretary Department
 88 The Parq Building, 12th Fl. Ratchadaphisek Road,
 Klongtoey Subdistrict, Klongtoey District, Bangkok 10110
 Tel: 662 365 6115-9

Guidelines for attending Electronic Meeting by Inventech Connect


Shareholders and proxies who wish to attend the meeting can proceed the following procedure for submitting the request form to attend the meeting via electronic media:

To request Username & Password from e-Request system

1. Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/MINT175723R> or scan QR Code  and follow the steps as shown below:



**** 1 email account per 1 shareholder ID****

- 1 Click link URL or scan QR Code 
- 2 Shareholders choose type to submit a request form (Attend in person or Proxy)
- 3 Fill in the information (e-mail, ID No., Shareholder ID, No. of shares, Name, Surname, Tel. No. and Attach required document)
- 4 ☒ check box to agree to the Terms and Conditions
- 5 Click "Request" button
- 6 Notifying message will be sent to the specified e-mail to inform Username & Password and meeting details

2. Shareholders who would like to attend the Meeting through the Electronic Means either in person or by proxies who is not the provided independent directors, please note that the electronic registration **to request Username & Password** will be available from 8 April 2022 at 8:30 a.m. and shall be closed on 22 April 2022 until the meeting is adjourned.

3. The electronic conference system will be available on 22 April 2022 at 11:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Directors to attend and vote on his/her behalf, please submit the proxy form together with required documents to the Company by registered mail to the following address. Such proxy form and required documents shall be delivered to the Company by 21 April 2022 at 5.00 p.m.

Minor International Public Company Limited
Corporate Secretary Department
88 The Parq Building, 12th Fl. Ratchadaphisek Road,
Klongtoey Subdistrict, Klongtoey District, Bangkok 10110

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



02-931-9132



@inventechconnect



The system available during 8 – 22 April 2022 at 08.30 a.m. – 05.30 p.m.



(Specifically excludes holidays and public holidays)





Report a problem

Installation Guide for Webex Meetings


For IOS Operating System

- 1 Go to Application **App Store** 
 - 2 Search **Webex Meetings**
 - 3 Click **"GET"** to install application
 - 4 Please **wait** until the downloading is completed
 - 5 **Finish**. The application has been installed. Icon **"Webex Meetings"** will appear on your device.
- 

For Android Operating System

- 1 Go to Application **Play Store** 
 - 2 Search **Webex Meetings**
 - 3 Click **"INSTALL"** to install application
 - 4 Please **wait** until the downloading is completed
 - 5 **Finish**. The application has been installed. Icon **"Webex Meetings"** will appear on your device.
- 

For Windows Operating System

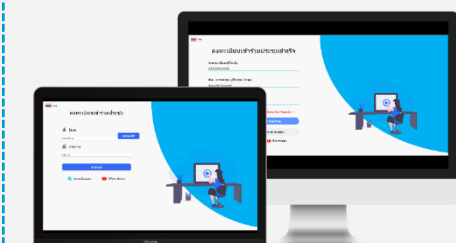
- 1 Go to website <https://www.webex.com/downloads.html>
 - 2 Click **"For Windows (64 bit) or For Windows (32 bit)"** to choose the operating system on your device.
 - 3 Click the downloaded file **"webex.msi"** to install Webex Meetings
 - 4 Click **"Next"** to install program
 - 5 Please **wait** until the downloading is completed
 - 6 Click **"Finish"** when the system finishes installation
 - 7 Click **"Agree"** to accept the terms of the license agreement
 - 8 Enter **"your email"** and click **"Next"** to get access
- 

The registration for attending the meeting (e-Register)

- 1 Click registration link URL from email
- 2 Fill in Username and Password from email or request OTP to login
- 3 Click **"REGISTER"**, the system then registered and counted as a quorum
- 4 Click **"Live broadcast"** button

- 5 Using PC/Laptop: Please fill in the details to register for live broadcast via Webex Meetings Application as follows:

- 5.1 Fill in the email address in the Email Address field to match the email address you submitted the application form
- 5.2 Click **"Join Now"**
- 5.3 Click **"Run a temporary application"**
- 5.4 Click the downloaded file
- 5.5 Click **"Join Event"** to attend the meeting



- 5 Using Mobile/iPad: Please fill in the details to register for live broadcast via the Webex Meetings Application as follows:

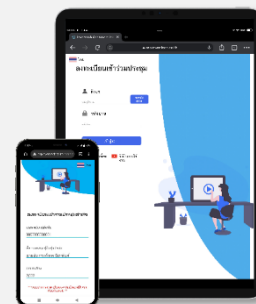
5.1 Click "Join"

In case this is the first time for Webex Meetings. "popup" will be shown, you must click "ACCEPT" (Android) or click "I Accept" (iOS).

- 5.2 Enter your name in the Name box, fill in email in an e-mail address box match the e-mail address you submitted the application form

- 5.3 Click "Accept" to allow the application to access your device

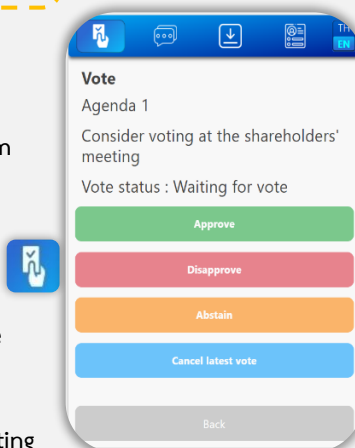
- 5.4 Click "Join" to attend the meeting



Voting Guide (e-Voting)

Using PC/Laptop

- 1 Click "Continue" on "Multimedia Viewer" menu
- 2 Fill in Username and Password from email or request OTP to login
- 3 Click "Login" button
- 4 Click "Voting" on menu or symbol
- 5 Select agenda that you want to vote
- 6 Choose voting choice as you desire
- 7 The system will display the latest voting status.

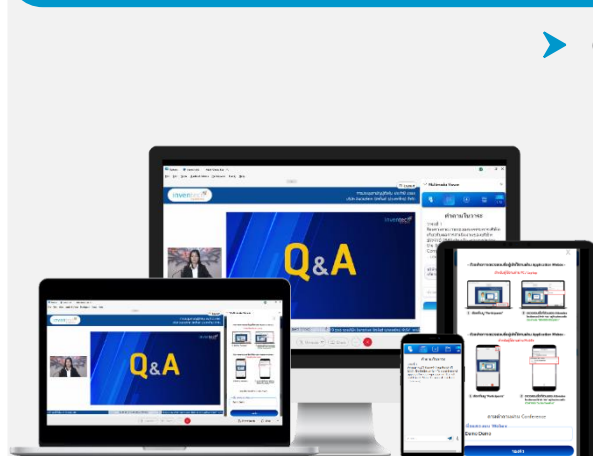



Using Cases Mobile/iPad

- 1 Click on menu "Participants" or symbol
- 2 Click on menu "Chat" and choose message from Inventech Connect (Android) or click on "Chat" or symbol (iOS)
- 3 Shareholders can click link in the chat message
- 4 Then click "Continue" button
- 5 Fill in Username and Password from email or request OTP to login
- 6 Click "Login" button
- 7 Click on menu "Voting" or symbol
- 8 Select agenda that you want to vote
- 9 Choose voting choice as you desire
- 10 The system will display the latest voting status.

To cancel the latest vote, please press the button **Cancel latest vote** (This means that if the "Cancel latest vote" option is selected or nothing is selected, the system will consider the votes as "Approve".) Shareholders can change the voting until the voting system is closed for that agenda item.


To ask questions via Inventech Connect



➤ Click menu “Ask a question” or symbol 


1 Ask a question by sending text

➤ Select agenda that you want to ask

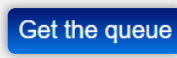
➤ Type question then click “Send” 

2 Ask the question via video record

➤ Select agenda that you want to ask

➤ Click “Get queue ask the question via video” or symbol 

➤ Fill in your applying name that show in Webex

➤ Click “Get the queue” or symbol 

➤ Please wait for the signal from the officer to guide you to ask questions in the Chat channel

Installation Guide for Webex Meetings and How to use Inventech Connect



1 User Manual
via e-Request



2 Installation Guide for
Webex Meetings



3 User Manual
Inventech Connect

Note Operation of the electronic conferencing system and Inventech Connect systems is rely on internet system of shareholder or proxy including capacity of equipment and/or program applying on the equipment. Recommended equipment and/or program for best performance are as follows:

1. Internet speed requirements

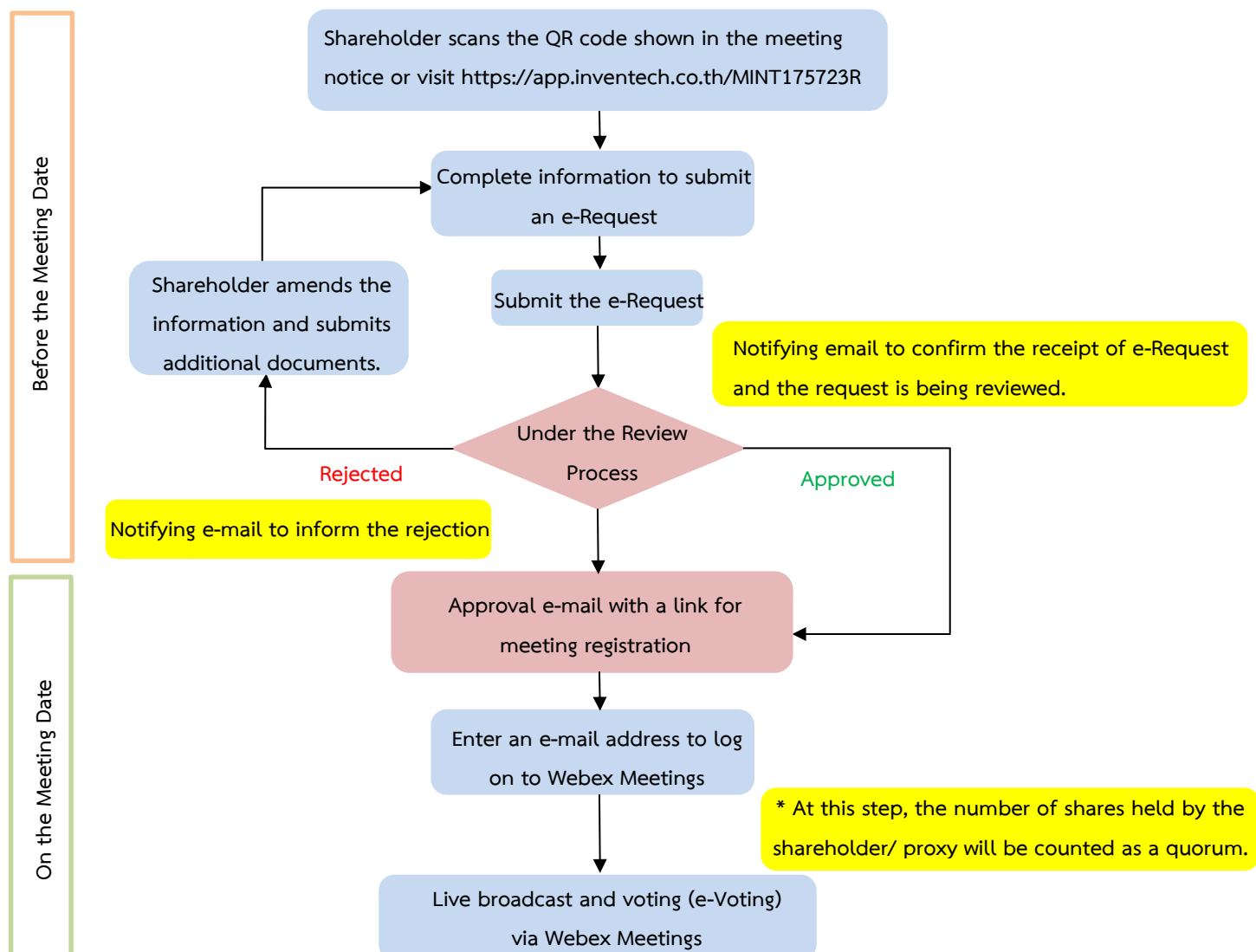
- High-Definition Video: internet speed at 2.5 Mbps (Recommended)
- High Quality Video: internet speed at 1.0 Mbps.
- Standard Quality Video : internet speed at 0.5 Mbps.

2. Equipment requirements

- IOS or android OS on Smartphone/Tablet
- Windows or Mac OS on PC/Laptop

3. Internet Browser: Firefox or Chrome (Recommended) or Safari

Flowchart for the Meeting Attendance via e-Meeting



Note

1. For a proxy appointed by multiple shareholders:

Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.

2. Leaving the meeting

Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted.

- Translation -

Minutes of Annual General Meeting of Shareholders No. 28/2021

Minor International Public Company Limited (MINT)

The Meeting was held on April 22, 2021 at 13.00hrs., via Electronic Meeting, broadcasted from Board Room, 12th Floor, The Parq Building, Ratchadapisek Road, Bangkok. As the COVID-19 epidemic situation become dramatically widespread again with increasing infected people, the Company by the Executive Committee, who was authorized by the Board of Directors Meeting, deemed it appropriate to change the format and to cancel the venue for the 2021 AGM to electronic meeting (E-AGM) only, without any meeting to be held at AVANI+ Riverside Bangkok. The Company had informed the shareholders of the change of the format to an Electronic Meeting (E-AGM) and cancellation of the venue for the AGM No.28/2021 via communication channel of the Stock Exchange of Thailand ("SET") and the Company website on April 9, 2021. The Meeting was conducted to strictly comply with Electronic Meeting related laws and regulations. The agenda items and other details have been sent to all shareholders.

Mr. William Ellwood Heinecke, Chairman of Board of Directors acted as Chairman of the Meeting according to the Articles of Association of the Company.

Mr. Chaipayat Paitoon, Chief Strategy Officer, informed the Meeting that the Company's paid-up capital is 5,191,597,430 Baht, divided into 5,191,597,430 shares. As at the record date for determining the rights of the shareholders who will attend and vote in the meeting on March 12, 2021, the total number of shareholders who were entitled to attend the Meeting was 50,986 persons. Today, there were 34 shareholders who attended the Meeting in person and 2,011 shareholders who attended the Meeting by proxies, thus totaling 2,045 attendants, holding altogether 3,813,223,613 shares, representing 73.4499% of the total issued shares of the Company, and thereby, constituting a quorum as required by the Articles of Association of the Company. Mr. Chaipayat Paitoon, then, invited the Chairman to commence the Meeting.

The Chairman declared the Meeting open and welcomed the shareholders and proxy holders who attended the Meeting and introduced the following directors, executive managements, auditor, legal advisor and meeting inspector to the Meeting:

There were total 11 members of the Board or 100% attend the Meeting.

Directors attending the Meeting via Electronic channel:

- | | |
|--------------------------------|---|
| 1. Mr. William E. Heinecke | Chairman of the Board of Directors |
| 2. Ms. Suvabha Charoenying | Independent Director, Chairman of the Audit Committee and Chairman of the Nominating and Corporate Governance Committee |
| 3. Mr. Charamporn Jotikasthira | Independent Director, Audit Committee Member and Chairman of Risk Management Oversight Committee |

- | | |
|--------------------------------|---|
| 4. Ms. Camille Ma | Independent Director, Audit Committee Member and Chairman of the Compensation Committee |
| 5. Mr. Edward Keith Hubennette | Independent Director |
| 6. Mr. Anil Thadani | Director |
| 7. Mr. Thiraphong Chansiri | Director |
| 8. Mr. Niti Osathanugrah | Director |
| 9. Mr. Paul Charles Kenny | Director |
| 10. Mr. John Scott Heinecke | Director |

Directors attending the Meeting on panel:

11. Mr. Emmanuel Jude Dillipraj Rajakarier Director and Group Chief Executive Officer

Executive Managements attending the Meeting via Electronic channel:

- | | |
|--------------------------|--|
| 1. Mr. Brian Delaney | Chief Financial Officer |
| 2. Mr. Stephen Chojnacki | General Counsel and Chief Commercial Officer |
| 3. Mr. Kosin Chantikul | Chief Investment Officer |

Executive Managements attending the Meeting on panel:

- | | |
|--------------------------|--------------------------|
| 4. Mr. Chaipayat Paitoon | Chief Strategy Officer |
| 5. Mrs. Jutatip Adulbhan | VP of Investor Relations |

Auditor attending the Meeting via Electronic channel:

Mrs. Anothai Leekitwattana of PricewaterhouseCoopers ABAS Limited

Legal Advisor and meeting inspector

Mr. Theppachol Kosol of Baker & McKenzie Ltd.

Before proceeding to considering each agenda of the Meeting, the Chairman assigned Mr. Emmanuel Jude Dillipraj Rajakarier to conduct the Meeting in English and assigned Mr. Chaipayat Paitoon to conduct the Meeting in Thai.

Mr. Emmanuel Jude Dillipraj Rajakarier requested the Legal Advisor and the meeting inspector to explain to the Meeting about the vote casting and counting procedures.

The Vote Casting and Counting Procedures

1. Shareholder or Proxy has one vote for each share held and each share entitled to vote under the proxy.
2. There is no ballot card for E-AGM.
3. For vote casting, please go to E-Voting tab to vote on each agenda within a given time. If the agenda is closed, vote casting and any changes cannot be done. In case of no vote casting, the votes will be automatically counted as agreed (vote "for").
4. Only vote against and abstention would be counted for all agenda items. The total number of vote against and abstention would then be deducted from the total number of votes.

5. Proxies appointed under a proxy form which the appointing shareholders already cast their votes may no longer vote.
6. After finish vote casting, please return to the E-Meeting window to continue watching the Meeting. All votes will be collected from the voting system.
7. In the agenda of directors' remunerations, voting of directors who are shareholders will not be counted towards voting base of the agenda.
8. The Meeting will consider the agenda in the order specified in the invitation and open session for Q&A. However, under COVID-19 situation, the Company will conduct the meeting concisely. Shareholders and/or Proxy, who would like to ask question or comment, have to identify your name-surname and indicate whether you are a shareholder or a proxy for the accuracy of the minutes. This can be done in the following ways:
 - Speaking: on E-Meeting window, go to participant menu, click raise hand and open audio (unmute) when the Company called your name
 - Text Chat: on E-Meeting window, go to chat menu to type and send text message through the system

In case there are many questions from shareholders, the Company will summarize all Q&A in the Minutes of the Meeting. The Minutes of the Meeting will be posted on the Company website within 14 days after the Meeting date.

Mr. Emmanuel Jude Dillipraj Rajakarier then requested the Meeting to consider the matters in accordance with the following agenda:

Agenda 1 To consider and acknowledge the annual report and the Board of Directors report on the Company's performance for the year 2020

Mr. Chaiyapat Paitoon informed the Meeting that the Company's Annual Report, which is the Board of Directors' report on the Company's performance, and Sustainability Report of year 2020 had been sent to all shareholders together with the invitation of this Meeting in Enclosure 1 of the invitation in the form of QR Code.

The Board of Directors considered the matter and was of the opinion that the Meeting should acknowledge the Company's Annual Report and the Board of Directors report for the year 2020 as in the Annual Report. The summary of the past performance was as follows:

2020 was a challenging year for operators in most of the industries globally including the Company, with the outbreak of COVID-19. It was the toughest time in the Company's history. Nevertheless, the Company turned these challenges into opportunities and took proactive actions to ensure the resilience of the Company.

In response to the COVID-19 pandemic, the Company executed a three-phase strategic roadmap, "Business Beyond COVID", to address immediate priorities in both financial and non-financial perspectives, as well as medium term and long-term priorities. The first phase prioritized the immediate concerns and placed the well-being and safety of stakeholders as the utmost priority. The second phase

was to capitalize on a medium-term rebound. Third phase was to adapt to new trends and ways of doing business to respond to the “new normal” environment.

With the operations temporarily closed or partially open for most of 2020, the Company focused on minimizing cash outflows and preserving liquidity through stringent cost control measures and drastic capital expenditure reduction programs for all business units and across geographies in order to ensure seamless business recovery. In addition, The Company is fully committed to proactively manage its capital structure and strengthen its balance sheet. Having performed its stress test and scenario analysis, the Company undertook a comprehensive capital strengthening plan which would yield a total of Baht 25 billion of additional capital. The Company successfully issued USD perpetual bonds, which were 11x oversubscribed at the peak of bookbuilding, and rights offering which was about 30% oversubscribed, resulting in an increase in the Company’s equity base of Baht 20 billion. In addition, the Company issued warrants which will provide an additional Baht 5 billion of equity over the next three years. For further flexibility, the Company successfully obtained approval from bondholders and creditors to allow waiver of covenant testing on debt-to-equity ratio until the end of 2022. In addition, the Company has obtained the approval to exclude the COVID-19 impairment impact to its equity in the debt covenant calculation until the end of 2024.

The Company continued to expand its portfolio with caution. As at the end of 2020, the Company had a portfolio of 532 hotels, 2,370 restaurants and 459 retail outlets across multiple brands in 63 countries.

In the face of these challenges, the Company remain committed as ever to our sustainability. This year, we maintained our status in the Dow Jones Sustainability Emerging Markets Index, the FTSE4Good Emerging Index, the MSCI ESG Leaders Index and Thailand Sustainability Investment (THSI) by the Stock Exchange of Thailand. Moreover, the Company received “Excellent” CG scoring (5-star) by the Thai Institute of Directors Association (IOD) for the 8th consecutive year and was recertified Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC) until 2022.

Throughout the year, **Minor Hotels** carried out prudent re-opening strategy with a focus on optimizing profitability amid the COVID-19 pandemic. Health and safety best practices remained a priority, with focus on third-party certifications and customized hygiene programs in collaboration with industry specialists. Minor Hotels has formed partnerships with various wellness specialists. Such as:

- the collaboration between M.K. Real Estate Development Pcl., Minor Hotels and VitalLife Scientific Wellness Center, a subsidiary company of the renowned Bumrungrad International Hospital, resulted in RAKxa, a new integrative wellness and medical retreat debuting to guests in Bangkrachao.
- Anantara Hotels, Resorts & Spas joined forces with Verita Healthcare Group of Singapore to launch VIVID by Verita Health, its first IV drip bar, at Anantara Siam Bangkok.
- Furthermore, Minor Hotels partnered with VLCC Group, an Indian-based beauty and fitness services chain, to introduce therapeutic wellness and beauty centers at our hotels, of which the first will open in 2021 at Avani+ Hua Hin Resort.

In addition, Minor Hotels and NH Hotel Group continued to leverage on both parties' strengths. Through a lease agreement with Covivio, a real estate investor in Europe, NH Hotel Group expanded into the high-end hotel segment with eight hotels under Anantara, NH Collection and NH Hotels in prime locations in Rome, Florence, Venice, Nice, Prague and Budapest. In 2020, two hotels under management were launched, Anantara Maia Seychelles Villas, and Avani Ibn Battuta Dubai Hotel.

For **Minor Food**, digital and delivery were the critical parts of strategy and showed strong sales momentum across all three main hubs. Minor Food continued to enhance its delivery platform with the objective to grow further the number of customers by implementing more aggressive recruitment strategy. The emphasis was also put in boosting user engagement through exceptional ordering and delivery experience in order to help the brands to drive the business growth in the long term. In 2020, Minor Food completed its investment in Bonchon, the popular Korean-style fried chicken brand in Thailand and also reinforced its position as a regional restaurant operator with the increase in investment in BreadTalk Singapore.

Minor Lifestyle focused on driving revenue through e-commerce channels with more marketplace, new online platforms, and strategic partnership by aligning with department stores' campaigns and leveraging on CRM database. Furthermore, the manufacturing business has seen strong sales of sanitizers and cleaning products, capturing the opportunity arising from the pandemic.

Minor Hotels continued to be the highest revenue contributor to Minor International, accounting for 58% of total revenue, while Minor Food contributed 36% in 2020.

MINT's core revenue decreased by 53% y-y to Baht 58,118 million while pre-TFRS16 core EBITDA and core net profit turned into net loss of Baht 8,708 million and Baht 18,830 million, respectively. Including the impact of TFRS16, core EBITDA posted a decline of 89% y-y while core net profit was at a loss of Baht 19,389 million.

At the end of 2020, MINT reported **total assets** of Baht 362,327 million, a rise of Baht 108,143 million from the end of 2019. The increase was primarily attributable to (1) increase in cash due to liquidity management, (2) increase in non-current assets classified as held-for-sale from the reclassification of some of the assets as part of the asset rotation plan, (3) increase in intangible assets mainly as a result of the acquisition of Spoonful in 1Q20 in which MINT has obtained the master franchise rights to expand Bonchon chicken in Thailand, (4) increase of right of use assets from the adoption of TFRS16 and the acquisition of hotels under the Boscolo portfolio in Europe.

MINT reported **total liabilities** of Baht 286,003 million at the end of 2020, an increase of Baht 117,687 million from the end of 2019. The increase was mainly due to (1) a rise in net financing from long-term borrowings, primarily for NH Hotel Group as additional loans have been drawn down for liquidity during the COVID-19 pandemic, (2) increase of financial lease liabilities as a result of TFRS16 adoption and the addition of hotels previously under the Boscolo portfolio in Europe.

Shareholders' equity decreased by Baht 9,544 million, from end of 2020, owing mainly to (1) reported 2020 post-TFRS16 net loss, (2) interest paid on perpetual bonds and (3) the majority of the remaining is from the adverse impact from the difference between right of use assets and financial lease liabilities as a

result of the adoption of TFRS16, netted with the proceeds from the issuance of perpetual bond and the rights offering issuance.

In summary, cash flows from operating, investing and financing activities resulted in an increase of MINT's net cash and cash equivalents of Baht 11,918 million in 2020, mainly due to liquidity management.

The Company's profitability margin, return on equity and return on assets declined due mainly to softer margins of all three businesses, primarily in 2Q2020 from the COVID-19 impact and the impact of TFRS16, despite the stringent cost cutting measures.

Interest bearing debt to equity rose from 1.31x at the end of 2019 to 1.79x at the end of 2020, primarily attributable to higher long-term borrowings from financial institutions, lower equity base from net loss in the full-year of 2020 and the impact of TFRS16.

Although 2021 is expected to be another challenging year, it is also expected to be a year of strong recovery as the vaccine rollout will finally allow economic activities to resume and country borders to reopen. With more streamlined and efficient operation, MINT is ready to drive its business forward to full operations in a post-COVID-19 world. In the meantime, the Company will continue to implement disciplined cost control measures, capital expenditure reduction programs and balance sheet management as precautionary measures for any unanticipated events.

Shareholders can see more details in Management Discussion and Analysis (MD&A) in 2020 Annual Report. For any further questions on the Company's performance, shareholders can contact Investor Relations Department directly.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions as follows:

Mr. Apinun Jirakomes, shareholder, asked how much of the cost cutting, both fixed and variable is permanent.

Mr. Chaiyapat Paitoon responded that the Company managed to reduce cost more than anticipated in the beginning of 2020. Originally, the Company anticipated reducing by 25-30% of the prior year expenses or versus budget. However, the Company ended up reducing the costs by 35-40%. These are the combination of the reduction of fixed and variable costs which is both temporary and permanent. The permanent cost cutting will last after COVID-19 and will help improve the Company's margin going forward.

With no further questions raised by shareholders, the Meeting acknowledged the Company's Annual Report and the Board of Directors' report for the year 2020 as proposed.

Agenda 2 To consider and approve the financial statements for the year ended December 31, 2020 including to acknowledge the auditor's report

Mr. Emmanuel Jude Dillipraj Rajakarier proposed that the Meeting consider and approve the financial statements for the year ended December 31, 2020 in the "Financial Statements" Section of the Annual Report as reviewed by the Audit Committee and audited by the auditor. All documents were sent to the shareholders together with the invitation to this meeting.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting to consider and approve the proposed Financial Statements for the year ended December 31, 2020 and acknowledge the auditor's report as per details explained above.

Resolution: The Meeting considered and resolved to approve the proposed Financial Statements for the year ended December 31, 2020 and acknowledge the auditor's report as proposed. The resolution was passed by a majority of votes of the shareholders and proxy holders who attended the meeting and casted their votes as follows:

For:	3,918,576,408 Votes or	100.0000%
Against:	0 Votes or	0.0000%
Abstain:	226,746 Votes	

Agenda 3 To consider and approve the allocation of profit for the statutory reserve and the omission of dividend payment for the year 2020

Mr. Emmanuel Jude Dillipraj Rajakarier explained to the Meeting that as the Board of Directors approved to propose that the Shareholders' Annual General Meeting consider and approve the reduction and increase of the registered capital of the Company, therefore the additional statutory legal reserve in the amount of 11.01 Million Baht should be allocated which will result in an increase of the Company's legal reserve to 599.79 Million Baht, equivalent to 10% of registered capital of the Company, in compliance with the requirement of the law and the Articles of Association of the Company. The additional statutory legal reserve is calculated based on the reduction of the registered capital of the Company by cancelling authorized but unissued shares and the increase of the registered capital to reserve for the exercise of the right to purchase ordinary shares under the Company's warrants to purchase ordinary shares No.8 and No.9 (MINT-W8 and MINT-W9).

In relation to the consideration of dividend payment, the Company and its subsidiaries have the policy to take into consideration potential growth of the companies' performance, investment plans, business expansion, and terms and conditions of loans and debentures of the Company and its subsidiaries, as well as the necessity and appropriateness to enhance shareholders' value in the long term. The Company and subsidiaries do not have a fixed dividend payout ratio, and therefore the dividend payment is considered based on their financial performance in each year. The dividend payment is determined by the Board of Directors on a yearly basis which cannot be specified in minimum percentage.

The Board of Directors considered the matter and was of the opinion to propose to the Meeting:

1. Allocation of additional statutory legal reserve for 11.01 Million Baht.
2. Due to the economic uncertainty resulted from the COVID-19 outbreak situation, the Board of Directors resolved to omit the dividend payment for the operating results of the year 2020, in order to preserve the Company's liquidity and working capital.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting to consider and approve the allocation of profit for the statutory reserve and the omission of dividend payment for the year 2020 as per details explained above.

Resolution: The Meeting considered and resolved to approve the allocation of profit for the statutory reserve and the omission of dividend payment for the year 2020 as proposed. The resolution was passed by a majority of votes of the shareholders and proxy holders who attended the meeting and casted their votes as follows:

For:	3,918,799,254 Votes or	99.9999%
Against:	3,900 Votes or	0.0001%
Abstain:	0 Votes	

Agenda 4 To consider and approve the election of the directors completing their term for the year 2021

Mr. Emmanuel Jude Dillipraj Rajakarier informed the Meeting that according to article 14 of the Company's Articles of Association, one-third of the Company's directors (or the number nearest to one-third) who serve as director for the longest term shall retire from office. For this year, there are 4 directors to retire from their office, namely:

- | | |
|---------------------------------|---|
| 1. Mr. William Ellwood Heinecke | Chairman of the Board / Chairman of Executive Management Committee |
| 2. Mr. Anil Thadani | Director / Member of the Compensation Committee / Member of the Nominating and Corporate Governance Committee |
| 3. Mr. Edward Keith Hubennette | Independent Director / Member of the Risk Management Oversight Committee |
| 4. Mr. Niti Osathanugrah | Director / Member of the Risk Management Oversight Committee |

In addition, under section 86 of the PLCA and article 24 of the Articles of Association of the Company, no director shall operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of a private company or any other company operating a business which has the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the shareholders' meeting prior to the resolution for his or her appointment. Thus, the Company would like to notify the shareholders as pursuant to section 86 of the PLCA and article 24 of the Articles of Association of the Company that Mr. Anil Thadani is currently a director of Desaru Peace Holdings Club Sdn., an owner and operator in hotel business in Desaru, Malaysia, which has the same nature as the business of the Company and may be in competition with the hotel business of the Company.

The Company had provided the shareholders with an opportunity to nominate individuals they consider appropriate to be selected as directors of the Company, including items for the AGM agenda. However, it appeared that on the expiration of the time specified, neither candidates for directorship nor the agenda have been proposed to the Company.

The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee had carefully taken into consideration qualifications, experience and expertise of the retiring directors and the best interest of the Company, and was of the opinion that these 4 retiring directors: 1) Mr. William Ellwood Heinecke 2) Mr. Anil Thadani 3) Mr. Edward Keith Hubennette and 4) Mr. Niti Osathanugrah should be re-elected for another term.

Moreover, the Board of Directors considered that Mr. Edward Keith Hubennette, who is nominated as an independent director should also be re-elected as the independent director of the Company for another term, as he is capable of expressing opinions independently and his qualifications are in accordance with relevant rules.

Details of credentials and background of each nominated person are in Enclosure 3 of the invitation.

Because this was Electronic Meeting, only vote against and abstention would be counted. The total number of vote against and abstention would then be deducted from the total number of votes.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting to consider and elect directors to succeed the directors completing their term for the year 2021 as per details explained above.

Resolution: The Meeting considered and resolved to re-elect 1) Mr. William Ellwood Heinecke 2) Mr. Anil Thadani 3) Mr. Edward Keith Hubennette and 4) Mr. Niti Osathanugrah to serve as the Company's directors for another term and Mr. Edward Keith Hubennette, who is nominated as an independent director, should also be re-elected as Independent Director the Company for another term.

The resolutions were passed for each individual director by a majority of votes of the shareholders and proxy holders who attended the meeting and casted their votes, the details of which are as follows:

1. Mr. William Ellwood Heinecke	Chairman of the Board / Chairman of Executive Management Committee		
For:	3,864,702,433	Votes or	98.6468%
Against:	53,013,346	Votes or	1.3532%
Abstain:	1,087,475	Votes	
2. Mr. Anil Thadani	Director / Member of the Compensation Committee / Member of the Nominating and Corporate Governance Committee		
For:	3,830,639,648	Votes or	97.7502%
Against:	88,163,606	Votes or	2.2498%
Abstain:	0	Votes	

3. Mr. Edward Keith Hubennette Independent Director / Member of the Risk Management Oversight Committee

For:	3,918,687,954 Votes or	99.9971%
Against:	115,200 Votes or	0.0029%
Abstain:	100 Votes	

4. Mr. Niti Osathanugrah Director / Member of the Risk Management Oversight Committee

For:	3,860,144,461 Votes or	98.5031%
Against:	58,658,793 Votes or	1.4969%
Abstain:	0 Votes	

Agenda 5 To consider and approve the directors' remuneration for the year 2021

Mr. Emmanuel Jude Dillipraj Rajakarier reported to the Meeting that the Board of Directors with the recommendation of the Nominating and Corporate Governance Committee, considered and determined guidelines for fixing directors' remuneration by taking into consideration the industry practice, duties and responsibilities of directors and the performance of the Company, and proposed the following directors' remuneration for the year 2021, of which the details were provided in the Enclosure 5 of the invitation:

- 2021 directors' remunerations (same rate as last year)

Director Remuneration (Baht)	2019	2020	2021
Directors			
For Executive Director (per annum per director)	200,000	200,000	200,000
For Non-executive Director			
Quarter Meeting (per quarter meeting per director)	300,000	300,000	300,000
Other Meeting (per meeting per director)	25,000	25,000	25,000
Audit Committee			
For Chairman of the Audit Committee			
Annual Fee	250,000	250,000	250,000
Meeting Fee (per meeting)	60,000	60,000	60,000
For Member of the Audit Committee			
Annual Fee (per person)	125,000	125,000	125,000
Meeting Fee (per meeting per person)	40,000	40,000	40,000
Compensation Committee			
Annual Fee			
For Chairman of the Compensation Committee	150,000	150,000	150,000
For Member of the Compensation Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee (per meeting per person)	25,000	25,000	25,000
Nominating and Corporate Governance Committee			
Annual Fee	150,000	150,000	150,000
For Chairman of the Nominating and Corporate Governance Committee			
For Member of the Nominating and Corporate Governance Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee (per meeting per person)	25,000	25,000	25,000

Director Remuneration (Baht)	2019	2020	2021
Risk Management Oversight Committee* (for Non-Executive Directors only)			
Annual Fee			
For Chairman of the Risk Management Oversight Committee	150,000	150,000	150,000
For Member of the Risk Management Oversight Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee (per meeting per person)	25,000	25,000	25,000

In addition to the remuneration, directors also received director privileges, of which value is equivalent to 25,000 Baht as defined per property per year.

To help preserve the Company's cash flow amid the Covid-19 crisis, Board members and Advisors voluntarily reduced their remuneration in 2Q2020 by 30%, similar to management of the Company that took a voluntary progressive salary reduction. In addition, at the Board meeting in February 2021, Board members and Advisors agreed to extend the Meeting Fee cut by 30% for Q1/2021 and Q2/2021, subject to management's discretion.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting to consider and approve the directors' remuneration for the year 2021 as per details explained above. Shareholders who have held the position as the Company's directors will not be voting in this agenda to avoid having conflicts of interest.

Resolution: The Meeting considered and resolved to approve the directors' remuneration for the year 2021 as proposed. The resolution was passed by a vote of not less than two-thirds of the total number of votes of the shareholders and proxy holders who attended the meeting, as follows:

For:	3,237,935,417 Votes or	100.0000%
Against:	0 Votes or	0.0000%
Abstain:	0 Votes or	0.0000%

Agenda 6 To consider and approve the appointment the auditors for the year 2021 and the auditing fee

Mr. Emmanuel Jude Dillipraj Rajakarier informed the meeting that the Board of Directors and audit committee had considered and proposed that the Meeting consider and approve the appointment of the following recommended auditors and the auditing fee for the year 2021 to comply with section 120 of the PLCA and Article 32 (5) of the Articles of Association of the Company, namely:

- | | |
|----------------------------|--|
| 1) Mr. Paiboon Tunkoon | Certified Public Accountant (Thailand) No. 4298 and/or |
| 2) Mr. Chanchai Chaiprasit | Certified Public Accountant (Thailand) No. 3760 and/or |
| 3) Ms. Sinsiri Thangsombat | Certified Public Accountant (Thailand) No. 7352 |

of PricewaterhouseCoopers ABAS Limited be appointed as the Company's and most of the Company's subsidiaries auditors for the year 2021.

The Board of Directors also proposes the Meeting to consider and approve the audit fees for the year 2021 of not more than 2,094,400 Baht, which is equal to actual audit fees paid for the year 2020 and discount 12% from the rate approved from 2020 AGM. In 2020, there were no remunerations paid to auditors other than the audit fees.

Unit: Baht	2019	2020	2021
Audit fee	2,380,000	2,380,000	2,094,400
(Actual Paid: 2,094,400 Baht)			

Credentials and background of auditors are in Enclosure 6 of the invitation.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting consider and approve the appointment of the auditors for the year 2021 and the auditing fee as per details explained above.

Resolution: The Meeting considered and resolved to approve the appointment of the auditors for the year 2021 and the auditing fee as proposed. The resolution was passed by a majority of votes of the shareholders and proxy holders who attended the meeting and casted their votes as follows:

For:	3,917,438,523 Votes or	99.9652%
Against:	1,364,831 Votes or	0.0348%
Abstain:	0 Votes	

Agenda 7 To consider and approve the issuance of the Company's warrants for ordinary shares 2 series (MINT-W8 and MINT-W9 Warrants) not exceeding 341,258,022 units for offering to existing shareholders of the Company in proportion to their respective shareholdings

Mr. Emmanuel Jude Dillipraj Rajakarier informed the meeting that to prepare and enhance financial strengths of the Company so that the Company has financial flexibility in proceeding with its future projects as well as to reserve funds to be used as working capital and/or to repay debts when the warrant holders exercise their rights under the Company's warrants, the Company proposes the issuance of the Company's warrants for ordinary shares 2 series (MINT-W8 and MINT-W9 Warrants) not exceeding 341,258,022 units for offering to existing shareholders of the Company in proportion to their respective shareholdings as the following details:

- The issuance of the Company's warrants for ordinary shares for offering to existing shareholders of the Company No.8 (MINT-W8) in the number of up to 179,020,602 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price (zero

Baht), at the ratio of 29 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of up to 2 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at 28 Baht per share with the exception for the case of the adjustment of exercise price in accordance with the adjustment conditions. Please refer to the preliminary details of the MINT-W8 Warrants in Enclosure 8 of the invitation.

- The issuance of the Company's warrants for ordinary shares for offering to existing shareholders of the Company No.9 (MINT-W9) in the number of up to 162,237,420 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price (zero Baht), at the ratio of 32 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of up to 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at 31 Baht per share with the exception for the case of the adjustment of exercise price in accordance with the adjustment conditions. Please refer to the preliminary details of the MINT-W9 Warrants in Enclosure 9 of the invitation.

The record date for determining the rights of shareholders to receive the MINT-W8 and MINT-W9 Warrants is on May 7, 2021.

In this regard, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any actions with regards to the issue and allocation of the MINT-W8 and MINT-W9 Warrants, including, but not limited to determining or modifying the criteria, terms and conditions, and other details related to the MINT-W8 and MINT-W9 Warrants, including the allocation either once in full or in several occasions, the allocation ratio, the payment method, the exercise ratio, the Exercise Price and the calculation of the Exercise Price (including any premium), the record date for determining the rights of the Company's shareholders to receive the MINT-W8 and MINT-W9 Warrants, the first and last exercise date, and any other relevant terms and details. The said person(s) shall also be authorized to negotiate and sign any relevant documents and agreements and perform any other necessary actions related to the issuance and allocation of the MINT-W8 and MINT-W9 Warrants, the listing of the MINT-W8 and MINT-W9 Warrants to be issued and the ordinary shares to be issued upon exercising the right to purchase ordinary shares under the MINT-W8 and MINT-W9 Warrants on the Stock Exchange of Thailand, as well as to proceed with applications for the necessary approval from relevant authorities and to appoint and designate other appropriate persons to be the substitute attorney in fact to perform the above.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting consider and approve the issuance of the Company's warrants for ordinary shares 2 series (MINT-W8 and MINT-W9 Warrants) not exceeding 341,258,022 units for offering to existing shareholders of the Company in proportion to their respective shareholdings and the delegation as per details explained above.

Resolution: The Meeting considered and resolved to approve the issuance of the Company's warrants for ordinary shares 2 series (MINT-W8 and MINT-W9 Warrants) not exceeding 341,258,022 units which are the issuance for MINT-W8 of up to 179,020,602 units and the issuance for MINT-W9 of up to 162,237,420 units, for offering to existing shareholders of the Company in proportion to their respective shareholdings and the delegation as proposed. The resolution was passed by a majority of votes of the shareholders and proxy holders who attended the meeting and casted their votes as follows:

For:	3,918,803,354	Votes or	100.0000%
Against:	0	Votes or	0.0000%
Abstain:	0	Votes	

Agenda 8 To consider and approve the reduction of the registered capital of the Company and the amendment of the Clause 4 of the Memorandum of Association to reflect the reduction of the registered capital

Mr. Emmanuel Jude Dillipraj Rajakarier informed the meeting that last year the Company allotted newly issued ordinary shares to offer to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), and to reserve for the exercise of the right to purchase ordinary shares under the Company's warrants to purchase ordinary shares No.7 (MINT-W7), which were issued to existing shareholders of the Company in proportion to their respective shareholdings as following details:

Allotted for	Number of shares approved from AGM 2020 (shares)	Actual allotted shares (shares)	Remaining unallotted shares (shares)
Rights Offering	716,124,785	563,293,156	152,831,629
MINT-W7	313,831,156	235,516,841	78,314,315
Total	1,029,955,941	798,809,997	231,145,944

To comply with Section 140 of the PLCA, the Company would reduce its registered capital from 5,887,815,947 Baht to 5,656,670,003 Baht by cancelling 231,145,944 authorized but unissued shares, each at the par value of 1 Baht as the following details:

- cancelling 152,831,629 authorized but unissued shares which have been reserved for an offering to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), each at the par value of 1 Baht
- cancelling 78,314,315 authorized but unissued shares which have been reserved for exercising MINT-W7, each at the par value of 1 Baht (authorized but unissued shares)

And the amendment of the Clause 4 of the Memorandum of Association to reflect the reduction of the registered capital, as follows:

"Clause 4 The registered capital 5,656,670,003 Baht (Five thousand six hundred fifty-six million, six hundred seventy thousand and three Baht),

divided into 5,656,670,003 shares (Five thousand six hundred fifty-six million, six hundred seventy thousand and three shares),

with a par value of 1 Baht (One Baht only) each,

Consisting of

Ordinary shares 5,656,670,003 shares (Five thousand six hundred fifty-six million, six hundred seventy thousand and three shares),

Preference shares - shares (- shares)"

In this connection, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any acts necessary and related to the amendment of Clause 4 of the Company's Memorandum of Association.

The Board of Directors considered the matter and was of the opinion that the said reduction of the registered capital is suitable and has no impact to the Company and shareholders' right, the Meeting should approve the reduction of the registered capital of the Company from 5,887,815,947 Baht to 5,656,670,003 Baht by cancelling 231,145,944 authorized but unissued shares, each at the par value of 1 Baht and the amendment of the Clause 4 of the Memorandum of Association to reflect the reduction of the registered capital and the delegation, as proposed.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting consider and approve the reduction of the registered capital of the Company and the amendment of the Clause 4 of the Memorandum of Association to reflect the reduction of the registered capital and the delegation as proposed.

Resolution: The Meeting considered and resolved to approve the reduction of the registered capital of the Company and the amendment of the Clause 4 of the Memorandum of Association to reflect the reduction of the registered capital and the delegation as proposed. The resolution was passed by a vote of not less than three-fourths of the total votes of shareholders and proxy holders who attended the meeting and were entitled to vote as follows:

For:	3,918,799,454 Votes or	99.9999%
Against:	0 Votes or	0.0000%
Abstain:	3,900 Votes or	0.0001%

Agenda 9 To consider and approve the increase of the registered capital of the Company and the amendment of the Clause 4 of the Memorandum of Association to reflect the increase of the registered capital

Mr. Emmanuel Jude Dillipraj Rajakarier informed the meeting that the Company proposes the increase of the registered capital of the Company by 341,258,022 Baht from 5,656,670,003 Baht to 5,997,928,025 Baht by issuing 341,258,022 new ordinary shares each at the par value of 1 Baht to reserve for the exercise of the right to purchase ordinary shares under the Company's warrants to purchase ordinary shares No.8 and No.9 (MINT-W8 and MINT-W9 Warrants), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings, and approve the amendment to the Clause 4 of the Company's Memorandum of Association in accordance with the increase of the registered capital as follows: (Further information is set out in Capital Increase Form Report (F53-4) in Enclosure 7 of the invitation)

"Clause 4 The registered capital 5,997,928,025 Baht (Five thousand nine hundred ninety-seven million, nine hundred twenty-eight thousand and twenty-five Baht),

divided into 5,997,928,025 shares (Five thousand nine hundred ninety-seven million, nine hundred twenty-eight thousand and twenty-five shares),

with a par value of 1 Baht (One Baht only) each,

Consisting of

Ordinary shares 5,997,928,025 shares (Five thousand nine hundred ninety-seven million, nine hundred twenty-eight thousand and twenty-five shares),

Preference shares - shares (- shares)"

In this regard, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any acts necessary and related to the amendment of Clause 4 of the Company's Memorandum of Association.

The Board of Directors considered the matter and was of the opinion that the increase of the registered capital of the Company by issuing new ordinary shares to reserve for the exercise of MINT-W8 and MINT-W9 Warrants which is the offering to existing shareholders of the Company in proportion to their respective shareholdings allows all existing shareholders to subscribe for shares and receive return and benefits from the operation of the Company in the future. This capital increase and the proceeds utilization plan are reasonable, in line and sufficient for the Company's use of proceed plan and will be for the best interest of the Company. In this connection, the Meeting should approve the increase of the registered capital of the Company and the amendment to the Clause 4 of the Company's Memorandum of Association in accordance with the increase of the registered capital, as proposed.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting consider and approve the increase of the registered capital of the Company and the amendment of the Clause 4 of the Memorandum of Association to reflect the increase of the registered capital and the delegation as per details explained above.

Resolution: The Meeting considered and resolved to approve the increase of the registered capital of the Company and the amendment of the Clause 4 of the Memorandum of Association to reflect the increase of the registered capital and the delegation as proposed. The resolution was passed by a vote of not less than three-fourths of the total votes of shareholders and proxy holders who attended the meeting and were entitled to vote as follows:

For:	3,918,799,454 Votes or	99.9999%
Against:	0 Votes or	0.0000%
Abstain:	3,900 Votes or	0.0001%

Agenda 10 To consider and approve the allotment of up to 341,258,022 new ordinary shares at the par value of 1 Baht per share for the exercise of right to purchase ordinary shares under MINT-W8 and MINT-W9 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings

Mr. Emmanuel Jude Dillipraj Rajakarier informed the meeting that the Company proposes the allocations of up to up to 341,258,022 new ordinary shares, with a par value of 1 Baht each, as follows: (Further information is set out in Capital Increase Form Report (F53-4) in Enclosure 7 of the invitation.)

- To allocate 179,020,602 new ordinary shares for the exercise of the right to purchase ordinary shares No.8 (MINT-W8), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings
- To allocate 162,237,420 new ordinary shares for the exercise of the right to purchase ordinary shares No.9 (MINT-W9), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings

In this respect, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to consider and determine other details with regard to the allotment of such new ordinary shares including, but not limited to, (1) entering into negotiation, agreement and execution of the relevant documents and agreements as well as taking any action in connection with the allotment of such new ordinary shares and (2) execution of application for permission and waiver, any necessary evidence in connection with the allotment of such new ordinary shares, including the arrangement and submission of application for such permission and waiver, documents and evidence to relevant authorities or agencies (if any), listing such new ordinary shares on the Stock Exchange of Thailand and being empowered to take any other action which is necessary for the

allotment of such new ordinary shares and to appoint and designate other appropriate persons to be the substitute attorney in fact to perform the above.

The Board of Directors considered the matter and was of the opinion that the Meeting should approve the allocations of new ordinary shares and the delegation as proposed.

Mr. Emmanuel Jude Dillipraj Rajakarier opened session for shareholders to ask questions.

As there were no questions from the shareholders, Mr. Emmanuel Jude Dillipraj Rajakarier requested the Meeting consider and approve the allotment of up to 341,258,022 new ordinary shares at the par value of 1 Baht per share for the exercise of right to purchase ordinary shares under MINT-W8 and MINT-W9 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings and the delegation as per details explained above.

Resolution: The Meeting considered and resolved to approve the allotment of up to 341,258,022 new ordinary shares at the par value of 1 Baht per share for the exercise of right to purchase ordinary shares under MINT-W8 of 179,020,602 new ordinary shares and 162,237,420 new ordinary shares for MINT-W9 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings and the delegation as proposed. The resolution was passed by a majority of votes of the shareholders and proxy holders who attended the meeting and casted their votes as follows:

For:	3,918,803,354 Votes or	100.0000%
Against:	0 Votes or	0.0000%
Abstain:	0 Votes	

During the Meeting, there was a suggestion from shareholder to add English version in E-Voting window, the Company accepted the suggestion for further improvement.

There are no further matters proposed and questions raised by shareholders. The Chairman thanked all meeting participants and declared the Meeting closed at 14.24 hrs.

Signed _____ -Signed- _____

Mr. William E. Heinecke

Chairman