

Notice of the 30th Annual General Meeting of Shareholders for 2023

Friday, April 21, 2023 at 10:30 a.m.
To be solely by Electronic Meeting method only



Kindly requests shareholders and/or proxies cooperation to study Measures and Guidelines for Attending the meeting or give proxies to independent directors to attend the meeting instead of attending the meeting in person

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No. SorLorNor. 062/2023

Date March 20, 2023

Subject Invitation to attend 2023 Annual General Meeting of Shareholders (The 30th Meeting)

To Shareholders

- Attachments**
1. A Copy of the Minutes of 2022 Annual General Meeting of Shareholders (The 29th Meeting).
 2. The 56-1 One Report for the year 2022, including Financial Statements for the fiscal year ended December 31, 2022 (QR Code).
 3. Profiles of the persons nominated to be directors in replacement of those to be retired by rotation.
 4. Definitions of independent directors of Crown Seal Public Company Limited.
 5. Details of Auditors and audit fees.
 6. Proxy Form B.
 7. Details of independent directors for proxy granting of shareholders.
 8. Rules for attending the shareholders' meeting via electronic media (E-AGM).
 9. Acceptance Form for Attending the Meeting via Electronic Means of Crown Seal Public Company Limited.
 10. Articles of Association of the Company relating to the Shareholders Meeting.
 11. QR Code Downloading Procedures for the 56-1 One Report for the year 2022.

Notice IS HEREBY GIVEN that, by virtue of the resolutions of the Board of Directors of Crown Seal Public Company Limited (the Company) held on Friday, February 24, 2023, the 2023 Annual General Meeting of Shareholders (The 30th Meeting) will be held on Friday, April 21, 2023, 10:30 a.m. to be solely by Electronic Meeting method only, to consider the matters according to the agenda together with the Board of Directors' opinion as follows:

Agenda 1 To adopt the Minutes of the 2022 Annual General Meeting of Shareholders (The 29th Meeting)

Background Information The Minutes of the 2022 Annual General Meeting of Shareholders (The 29th Meeting) held on April 22, 2022 were made within 14 days from the date of the Annual General Meeting of Shareholders and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and also posted on the Company's website (www.crownseal.co.th). A copy of the said Minutes is attached in Attachment No.1.

Board of Directors' opinion The Board considers that the Minutes of the 2022 Annual General Meeting of Shareholders (The 29th Meeting) held on April 22, 2022 have been made correctly and recommends the 2023 Annual General Meeting of Shareholders (The 30th Meeting) to consider and adopt the said Minutes. In addition, the Company has posted the Minutes of the 2022 Annual General Meeting of Shareholders (The 29th Meeting), together with this Notice and documents relating to the 2023 Annual General Meeting of Shareholders (The 30th Meeting) on the Company's website since March 20, 2023.

Vote Required Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.

Agenda 2 To acknowledge the 2022 Annual Performance Report

Background Information The report of the operating performance of the Company for the year 2022 is summarized on the 56-1 One Report for the year 2022 sent to the Shareholders with this Invitation as Attachment No. 2.

Board of Directors' opinion The Board requests the 2023 Annual General Meeting of Shareholders (The 30th Meeting) to acknowledge the operating performance of the Company for during the Year 2022.

Vote Required This agenda is for shareholders' acknowledgment; therefore, voting is not required.

Agenda 3 To consider and approve the Statements of Financial Position and Income Statements for the year ended December 31, 2022

Background Information To be compliance with relevant law stipulating that a company shall prepare the Statements of Financial Position and Income Statements at the end of the fiscal year of the Company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval.

Board of Directors' opinion The Board requests the 2023 Annual General Meeting of Shareholders (The 30th Meeting) to consider and approve the Statements of Financial Position and Income Statements of the fiscal year ended December 31, 2022, as duly audited and certified by the auditor of EY Office Limited., and reviewed by the Audit Committee. The summary of the Company's Statements of Financial Position and Income Statements for the year ended December 31, 2022 is as follows:

The Statements of Financial Position and Income Statements

Unit: Million Baht

	Separate Financial Statements	
	2022	2021
Total Assets	4,713	4,512
Total Liabilities	766	755
Revenue from Sales	3,600	2,937
Total Revenue	3,793	3,055
Profit for the year	246	194
Basic Earnings per Share (Baht/share)	4.73	3.72

The details are presented in the section "Financial Statements" of the 56-1 One Report for the year 2022 sent to the Shareholders with this Invitation as Attachment No. 2.

Vote Required Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.

Agenda 4

To consider and approve the allocation of profit and the dividend payment from the operation of the Company for the Year 2022

Background Information

The dividend payment policy of the Company is to pay not more than 70 percent of the annual net profit and under section 116 of the Public Company Limited Act B. E. 2535, the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any). However, the dividend payment will be subject to net profit, cash flow and the Company investment responsibility including the legal obligation and other necessities.

Board of Directors' opinion

In 2022, the Company has earned a net profit in the amount of 246,000,804 Baht and has carried no retained loss. In addition, the Company has sufficient cash flow to pay dividends. It is considered appropriate for the meeting to approve the dividends for the 2022 operating year of the Company since January 1, 2022 to December 31, 2022 for common shares at the rate of 2.20 Baht per share, accounting to 114,401,632.40 Baht and for the preferred shares at the rate of 3.70 Baht per share accounting to 2,957,254.60 Baht. Grand total amount of dividend payments is 117,358,887 Baht or 47.71 percent of net profit in compliance with the Company's Article Association and the Company's dividend payment policy.

The record date on which the recorded shareholders have the right to receive dividends is on March 13, 2023 and the dividends will be payable on May 12, 2023. The right to receive dividends, as the case may be, is uncertain, as it has not yet been approved by shareholders.

Details of dividend payment	2022 Proposal for Approval	2021 Approved	2020 Approved
1. Net profit (Baht)	246,000,804	193,698,226	258,434,510
2. Number of shares			
2.1 Common share (Shares)	52,000,742	52,000,742	52,000,742
2.2 Preferred share (Shares)	799,258	799,258	799,258
3. Dividend payment rate			
3.1 Common share (Baht/ Share)	2.20	1.80	2.45
3.2 Preferred share (Baht/ Share)	3.70	3.30	3.95
4. Total Dividend payment amount (Baht)	117,358,887	96,238,887	130,558,887
5. Proportion of dividends on net profit (%)	47.71	49.68	50.52

In this regard, the shareholders shall be entitled to a tax credit on the dividends for the year 2022, which shall be paid pursuant to the details above at the rate of 20 percent.

Vote Required

Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.

Agenda 5

To consider and elect the directors in replacement of those to be retired by rotation

Background Information

In order to comply with the Public Company Limited Act B.E.2535 and the Articles of Association of the Company, one-third of the directors must retire from their offices at the Annual General Meeting of Shareholders. If the number of directors cannot be exactly divided, then the number of retired directors shall be nearest to one-third. Moreover, in order to promote Good Corporate Governance, the Company gave the shareholders an opportunity to recommend director nominees to be elected as directors during October 3, 2022 to December 30, 2022 but no person proposed this on that occasion.

The Directors who will retired by rotation at the 2023 Annual General Meeting of Shareholders (The 30th Meeting) are:

- 1. Mr. Pornwut Sarasin Non-Executive Director and Vice-Chairman
- 2. Mr. Sirote Swasdipanich Independent Director and Chairman of the Audit Committee
- 3. Prof.Dr.Suwimon Keeratipibul Independent Director, Member of the Executive Committee and Member of the Nomination and Remuneration Committee
- 4. Mr. Dhitivute Bulsook Non-Executive Director

Board of Directors' opinion

The Board of Directors thus recommends the 2023 Annual General Meeting of Shareholders (The 30th Meeting) the re-election of those four retiring directors to be the Company's directors for another term as follows:

- 1. Mr. Pornwut Sarasin Non-Executive Director and Vice-Chairman
- 2. Mr. Sirote Swasdipanich Independent Director and Chairman of the Audit Committee
- 3. Prof.Dr.Suwimon Keeratipibul Independent Director, Member of the Executive Committee and Member of the Nomination and Remuneration Committee
- 4. Mr. Dhitivute Bulsook Non-Executive Director

The nominated persons have passed the screening process of the Nomination and Remuneration Committee and have the qualifications appropriate for the business operation of the Company and possess the qualifications of listed company's directors entirely. For the persons nominated as independent directors, the Board of Directors had considered that they could express opinions independently and in accordance with the relevant rules. In this regard, the Company gave the shareholders an opportunity to recommend director nominees to be elected as directors, but no shareholders proposed this on that occasion. Together with this letter, the profiles of these persons proposed to be directors, and the definitions of the Company's independent directors are enclosed as Attachment No. 3 and No. 4 to support the shareholders' consideration.

Vote Required

The candidates shall be ranked in order descending from the highest number of votes received to the lowest and shall be appointed as Directors in that order until the Director positions are filled.

Agenda 6	To consider and appoint the auditors and fix the audit fees for the year 2023
<u>Background Information</u>	In order to comply with the Public Company Limited Act B. E. 2535, Section 120 which the Annual General Meeting has to consider appointing the Auditors and approve the audit fee annually. For the year 2023, the Board of Directors with the endorsement of the Audit Committee opined that auditors from EY Office Limited, by Ms. Orawan Techawatanasirikul Certified Public Accountant number 4807, and/or Ms. Sumana Punpongsanon Certified Public Accountant number 5872, and/or Ms. Rosaporn Decharkom Certified Public Accountant number 5659 should be appointed as the Company's auditors. Due to the Board has opinion that the auditors from EY Office Limited have qualifications under the regulations of the Office of the Securities Exchange Commission and always provided as an expert professional, proficiency, business understanding and good services for long time. The proposes that the audit fees for the year 2023 should be 1,300,000 Baht. The details are provided in Attachment No. 5.
<u>Board of Directors' opinion</u>	The Board of Directors agreed as recommended by the Audit Committee and thus recommends the 2023 Annual General Meeting of Shareholders (The 30 th Meeting) to appoint the Auditors from EY Office Limited, by Ms. Orawan Techawatanasirikul Certified Public Accountant number 4807, and/or Ms. Sumana Punpongsanon Certified Public Accountant number 5872, and/or Ms. Rosaporn Decharkom Certified Public Accountant number 5659 to be the Company's Auditors, whereby any one of them being authorized to conduct the audit and to express opinion regarding to the financial statements of the Company. The shareholders should also fix the Auditors' fee for the Year 2023 at the amount of 1,300,000 Baht.
<u>Vote Required</u>	Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.
Agenda 7	To consider and approve the remuneration of the Company' Directors and Sub-committee members for the year 2023
<u>Background Information</u>	The Directors' remuneration and the Sub-committee members shall be determined from duties and responsibilities, the Company's business performance as well as compared with the listed companies on the Stock Exchange of Thailand with the peer companies. The 2022 Annual General Meeting of Shareholders (The 29 th Meeting) approved the Directors' remuneration and the Sub-committee members for the year 2022 at 5,810,000 Baht and no other benefit alike this year, the Board of Directors proposed to maintain the Directors' remuneration and the Sub-committee members for the year 2023 in the same amount.
<u>Board of Directors' opinion</u>	In accordance with the Good Corporate Governance Principle, the shareholders should consider approving the Directors' remuneration and Sub-committee members year by year. It is considered appropriate proposing the Directors' remuneration and Sub-committee members for the year 2023 in the total amount of 5,810,000 Baht in according to the

proposal of the Nomination and Remuneration Committee which determined from duties and responsibilities, the Company's business performance and the rate compared with other companies within the same industry of similar size. The details are summarized as below:

Unit : Baht

Item	Y 2023 (Estimated)	Y 2022	
		Approved	Actual
1. Board of Directors' remuneration			
1.1 Retainer fee	3,420,000	3,330,000	3,420,000
1.2 Attendance fee	1,050,000	1,050,000	1,000,000
2. Sub - committees			
2.1 Executive Committee			
- Retainer fee	660,000	660,000	660,000
2.2 Audit Committee			
- Attendance fee	320,000	320,000	320,000
2.3 Nomination and Remuneration Committee			
- Attendance fee	240,000	240,000	160,000
3. Reserve for Attendance fee	120,000	210,000	-
4. Other Benefits	-	-	-
Total	5,810,000	5,810,000	5,560,000

The Directors who also reserve the Company's management are not allowed to receive the attendance fee of the Board and retainer fee of the Executive Committee.

The above-mentioned remuneration and attendance fee will be effective from the date of approval by the 2023 Annual General Meeting of Shareholders' meeting (The 30th Meeting) shall resolve otherwise.

Apart from monetary remuneration, the Company does not grant other privileges to the Directors, as same as the year 2022.

Details of the charter of the Board of Directors and each Sub-committee and their remunerations in the year 2022 are appeared in the 56-1 One Report for the year 2022 provided here as Attachment No. 2.

Vote Required

Not less than two-thirds of the total number of votes of the shareholders present at the meeting.

Agenda Item 8

Other Business (if any)

Pursuant to section 105 of the Public Company Limited Act B.E. 2535 any shareholders may raise additional topics to be agenda for consideration at the Shareholder meetings. However, they shall hold shares in aggregate amounting to not less than one-third of the total issued shares of the Company.

Kindly be informed that, in addition to determine the entitlement of shareholders to attend the 2023 Annual General Meeting of shareholders (The 30th Meeting), the schedule of the record date was fixed on March 13, 2023.

You are cordially invited to attend the Meeting on the date and time specified above. Shareholders who are unable to attend the Meeting and wish to appoint the proxy or the Company's Independent Director to attend the Meeting and vote on their behalf, please use the proxy form as Attachment No. 6, executing an Independent Director name listed as Attachment No. 7. The proxy should be sent in advance for speedy registration process together with the required documents to the Company Secretary Office, Crown Seal Public Company Limited, 5 Soi Rangsit-Nakornnayok 46, Prachatipat, Tanyaburi, Pathumthani 12130 before April 17, 2023.

In addition, you may appoint an Independent Director not to be retired by rotation in 2023 Annual General Meeting of Shareholders (The 30th Meeting) from and among the following Independent Directors:

1. Mr. Dhep Vongvanich
2. Mr. Satit Chanjavanakul
3. Mr. Pongpanu Svetarundra

Profiles of the Independent Directors proposed by the Company to act as proxy for shareholders are provided here with as Attachment No. 7.

Should you have any further query on the proxy, please contact the Company Secretary Office directly at telephone number (662) 533-0450 ext. 638, 635 from Monday - Friday from 8:10 a.m. to 5:30 p.m.

Yours faithfully,



(Mr. Opart Dhanvarjor)

President

-Translation-

Minutes of the 2022 Annual General Meeting of Shareholders (29th Meeting)

Crown Seal Public Company Limited

As Crown Seal Public Company Limited (CSC) hereby notifies SET the resolutions of the Board of Directors Meeting No.1/2022, convened on February 28, 2022 at 10:00 am., the 2022 Annual General Meeting of Shareholders (The 29th Meeting) will be held on Friday, April 22, 2022 at 10.30 hours at Ballroom, The Park Hyatt Bangkok.

Due to the instability situation of the Covid-19 epidemic which is widespread rapidly and found the increasing of infecting people, the Board of Directors Meeting (Extra) held on March 29, 2022 at 10:30 am. has resolved to approve to change the method of organizing the 2022 Annual General Meeting of Shareholders (The 29th Meeting) to be solely by Electronic Meeting method only according to the Emergency Decree on Electronic Conferencing B.E. 2563 and the related laws and regulations.

Mr. Dhep Vongvanich was the Chairman of the meeting

The Company had registered capital with paid-up at the amount of THB 528,000,000 which divided into ordinary shares 52,000,742 shares and preferred shares 799,258 shares. There were 12 shareholders present in person, representing 49,372 shares, and 24 shareholders present by proxies, representing 30,451,463 shares. Total 36 shareholders present in person and by proxies, representing 30,500,835 shares, equivalent to 57.77 percent of the total 52,800,000 paid-up shares, a quorum was therefore constituted as required by the Company's Articles of Association.

Directors attending the meeting: 11 directors. (equivalent to 78.57 percent of the total directors) as follow:

- | | | |
|----------------------|---------------|---|
| 1. Mr. Dhep | Vongvanich | Independent Director, Chairman of the Board of Directors and Chairman of the Executive Committee |
| 2. Mr. Pornwut | Sarasin | Vice-Chairman |
| 3. Mr. Sirote | Sawasphanich | Independent Director and Chairman of the Audit Committee |
| 4. Mr. Satit | Chanjavanakul | Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee |
| 5. Mr. Pongpanu | Svetarundra | Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee |
| 6. Prof. Dr. Suwimon | Keeratipibul | Independent Director, Member of the Executive Committee and Member of the Nomination and Remuneration Committee |
| 7. Mr. Dhitivute | Bulsook | Director |
| 8. Mr. Tadashi | Funahashi | Director and Member of the Executive Committee |
| 9. Mr. Yoshiyuki | Shikano | Director |
| 10. Mr. Yukihito | Nozaki | Director and Member of the Executive Committee |
| 11. Mr. Opart | Dhanvarjor | Director, Member of the Executive Committee and President |

Directors absent the meeting: 3 directors. (equivalent to 21.43 percent of the total directors) as follow:

- | | | |
|------------------|----------|--|
| 1. Mr. Hisashi | Nakajima | Director |
| 2. Mr. Hisatoshi | Itsubo | Director and Member of the Nomination and Remuneration Committee |
| 3. Mr. Rojrit | Debhakam | Director |

Secretary to the Board and Corporate Secretary:

Ms. Ratee Chanthum

Management presented at the meeting: 3 persons

- | | | |
|------------------|-------------|---------------------------------------|
| 1. Mr. Ruj | Tantsetthi | Vice President-Plant |
| 2. Ms. Naruporn | Arunpraphan | Vice President-Sale |
| 3. Mr. Peerasage | Sopakani | Vice President-Finance and Accounting |

External auditors attended the meeting from EY Office Limited: 1 person

- | | |
|-----------------|------------------|
| 1. Ms. Rungpeth | Thaweerattanasil |
|-----------------|------------------|

Legal advisors attended the meeting and witness in counting votes from KNSAT Legal & Tax Co., Ltd: 2 persons

- | | |
|------------------|---------------|
| 2. Mr. Thienwit | Chaichulee |
| 1. Ms. Patcharee | Tantipongchai |

Mr. Dhep Vongvanich, Chairman, subsequently conveys his appreciation to shareholders attending the 2022 Annual General Meeting of Shareholder (29th Meeting). The meeting is convened by having Mrs. Panan Thongtra, duty as the interpreter and Ms. Ratee Chanthum, the Company Secretary and the Secretary to the Board of Directors performing duty as the Minutes of Meeting Recorder.

The Company Secretary explained that according to Crown Seal Public Co., Ltd. emphasizes the importance of protection of shareholders' personal data; it informs the following data to shareholder for complying with the Privacy Act, B.E. 2562. The Company has necessity to collect shareholders' personal data as shareholders have informed to the Company, including shareholders' name, surname, address, telephone number and identification card number to be used under the following objectives:

1. Convening the 2022 Annual General Meeting of Shareholders and holding the Annual General Meeting of Shareholders as specified by law; and
2. Sending Form of 56-1 One Report 2021 to shareholders as informed.

The Company will maintain shareholders' personal data as specified in this document for all the time that it has to use the data for complying with the above objectives and considered the shareholders who came to the meeting allow the Company to carry out the above objectives, the details as the invitation letter have already been delivered to the shareholders.

And explanations on the steps of vote casting and vote counts in each agenda which can be concluded as follows:

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. 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.

The Meeting acknowledged and agreed to the voting procedure, vote counting and vote result announcement as described above. The Chairman, then, proceeded the meeting with the following agenda:

Agenda 1: To adopt the Minutes of the 2021 Annual General Meeting of Shareholders (The 28th Meeting)

The Chairman informed the Meeting that the Minutes of the 2021 Annual general meeting of Shareholders (The 28th meeting) held on Friday, April 23, 2021, was made within 14 days from the date of the General meeting of Shareholders and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and also posted on the Company's Website (www.crownseal.co.th). The Board considered that the Minutes had been made correctly.

Then, the Chairman welcomed the shareholders' inquiries. As there was no inquiry, the Chairman proposed the Meeting to consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders (The 28th meeting). This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Resolution: The Meeting resolution to adopt the Minutes of the 2021 Annual General Meeting of Shareholders (The 28th meeting) held Friday, April 23, 2021 as proposed by the Board, by a unanimous vote of total number of votes of the shareholders present at the meeting and eligible to vote with the following vote results:

Approved	<u>30,495,835</u> votes,	equivalent to	100.0000%
Disapproved	<u>0</u> vote,	equivalent to	0.0000%
Abstained	<u>0</u> vote,	equivalent to	0.0000%
Void Ballot	<u>0</u> vote,	equivalent to	0.0000%

Agenda 2: To acknowledge the 2021 Annual Performance Report

The Chairman requested Mr. Opart Dhanvarjor, President to give a summary report on the Company's performance during the year 2021 to the Meeting.

The President informed the meeting that the report of the operating performance of the Company for the Year 2021 is summarized in the 56-1 One Report sent to the Shareholders with this Invitation and reported the operating performance of the Company in the year 2021 to the meeting as follows:

The operating performance for the year 2021, the Company had total revenue of 3,049 Million Baht better than last year's of 5.5% and a net profit of 194 Million Baht lower than last year's of 25.05% and a gross profit margin of 12.4% of sales lower than last year 2021 which is at 16.9%. In the year 2021 was another year that all around the world was facing problems of pandemic of COVID-19. This year, COVID-19 has become more severe with the fast reproducing Delta strain. However, with cooperation of the Company employees who have strictly complied with the recommendation on pandemic prevention and the Company had policy to support and provide registration place for employees to receive vaccination against COVID-19 and this year, the statistics of the first dose vaccination of 100% and more than 98% of second dose of employees, the Company thanks to the cooperation of the Company employees to focus on taking strict action for stopping the pandemic of COVID-19 in the factories and not to affect the production of caps to be delivered to customers. Even though there was new strain "Omicron" happening, the practice of employees of the Company is always important. The measures of operation still exist and were adjusted and changed to be appropriate according to the changed situation, for the Company to do business as usual and to ensure the Company's partners that they will receive good and quality products, according to their requirements.

The outcome of pandemic of COVID-19 made the overview of Thailand economy in the year 2021 to be not much different from the economy of the year 2020. The Company was still affected by the fact that the government announced curfew and closure to tourists to come into Thailand, as well as closure of entertainment complex, but people could adjust to new normal way and social distancing; this caused the food and beverage consumption behavior to change. On-line system purchase has become more popular, causing overall beverage consumption rate to be improved.

In addition to the pandemic of COVID-19, the Company faced with increasing price of main raw materials, such as aluminum, steel and plastic which have increased continuously, but in contrary, the Company could not raise the price of caps in proportion to all higher cost and the ship transport cost increased a lot, making the imported raw materials and

exported goods of caps to be increased from lack of container; however, the Company focused to be a manufacturer and distributor of wide variety of packaging products to expand commercial opportunity other than sealing caps having leading quality and integrated service providing, by developing process of management and promoting the development of personnel so that they had knowledge and ability to respond to advanced innovation presently.

Furthermore, in the year 2021, the Company was selected to be in the list of “Thailand Sustainability Investment (THSI)” for the year 2021, in the group of industrial products. The Company participated in the activities to send video clips, still images and certified certificate to be a member of United Front against Corruption of Thai Private Sector, for use in the event to award certificate in Thailand's 11th National Conference on Collective Action Against Corruption”, to unite the power of transparent business and care about Anti-Corruption, held on the past 22 December 2021.

The Board of Directors would like to express our appreciation to shareholders, investors, partners, customers, business allies and relevant government agencies for their confidence and good supports to the Company's business operations which we have always received. My thanks also go to all employees who have exerted their utter efforts for hard working to lead Crown Seal Public Company Limited to go forward with stability and strength with the readiness to develop and change things for the better. This is in the best interest of participants and stakeholders who have always laid their trust and reliability upon the Company.

Afterwards, the President welcomed the shareholders'inquiries and answered the questions of the shareholders as follows:

1. Most of the customers are beverage group, does the Company have plan to expand customer groups to Home Care, Body Care or Drugs? How? And presently, how much percentage of sales?

Answer: From the past situation, Health/ Wellness Care products has high growth rate. The Company appreciate the opportunity and begun to develop packaging to expand to Personal Care and Health Care products, including Medical products which there are new product group of the Company. Presently, the Company has not sales in this category and it's in the process of developing, expected to be able to produce and sell in 2024.

As there was no inquiry, it is appropriate proposed the Meeting to acknowledge the 2021 Annual performance Report.

Resolution: The Meeting acknowledged the Company's 2021 Annual Report.

Agenda 3: To consider and approve the Statements of Financial Position and Income Statements for the year ended December 31, 2021

The Chairman informed the Meeting that to be compliance with relevant law stipulating that a company shall prepare the Statements of Financial Position and Income Statements at the end of the fiscal year of the Company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval. The Board requests the 2022 Annual General meeting of Shareholders to consider and approve the Statements of Financial Position and Income

statements of the fiscal year ended December 31, 2021, as duly audited and certified by the auditor of the Company and reviewed by the Audit Committee sent to the Shareholders with this Invitation.

Then, the Chairman welcomed the shareholders' inquiries. As there was no inquiry, the Chairman proposed the Meeting to consider and approve the Statements of Financial Position and Income Statements for the year ended December 31, 2021. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Resolution: The Meeting approved the financial statements for the year ended December 31, 2021 as proposed by the Board, by a unanimous vote of total number of votes of the shareholders present at the meeting and eligible to vote with the following vote results:

Approved	<u>30,495,835</u> votes,	equivalent to 100.0000%
Disapproved	<u>0</u> vote,	equivalent to 0.0000%
Abstained	<u>0</u> vote,	equivalent to 0.0000%
Void Ballot	<u>0</u> vote,	equivalent to 0.0000%

Agenda 4: To consider and approve the allocation of profit and the dividend payment from the operation of the Company for the Year 2021

The Chairman informed the Meeting that according to the dividend payment policy of the Company is to pay not more than 70 percent of the annual net profit and under section 116 of the Public Company Limited Act B.E. 2535, the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any). However, the dividend payment will be subject to net profit, cash flow and the Company investment responsibility including the legal obligation and other necessities.

In 2021, the Company has earned a net profit in the amount of 193,698,226 Baht and has carried no retained loss. In addition, the Company has sufficient cash flow to pay dividends. It is considered appropriate for the meeting to approve the dividends for the 2021 operating year of the Company since January 1, 2021 to December 31, 2021 for common shares at the rate of 1.80 Baht per share, accounting to 93,601,335.60 Baht and for the preferred shares at the rate of 3.30 Baht per share accounting to 2,637,551.40 Baht. Grand total amount of dividend payments is 96,238,887 Baht or 49.68 percent of net profit in compliance with the Company's Article Association and the Company's dividend payment policy. The record date on which the recorded shareholders have the right to receive dividends is on March 15, 2022 and the dividends will be payable on May 13, 2022.

Afterwards, the Chairman welcomed the shareholders' inquiries. As there was no inquiry, the Chairman proposed the Meeting to consider and approve the allocation of profit and the dividend payments from the operation of the Company for the Year 2021. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Resolution: The Meeting approved the allocation of profit and the dividend payments from the operation of the Company for the Year 2021, by a unanimous vote of total number of votes of the shareholders present at the meeting and eligible to vote with the following vote results:

Approved	<u>30,500,835</u> votes,	equivalent to 100.0000%
Disapproved	<u>0</u> vote,	equivalent to 0.0000%
Abstained	<u>0</u> vote,	equivalent to 0.0000%
Void Ballot	<u>0</u> vote,	equivalent to 0.0000%

Agenda 5: To consider and elect the directors in replacement of those to be retired by rotation

The Chairman requested Mr. Satit Chanjavanakul, Chairman of the Nomination and Remuneration Committee, clarify the details and proceed in the elect the directors in replacement of those to be retired by rotation.

Mr. Satit Chanjavanakul, informed the meeting that in accordance with the Public Limited Company Act B.E. 2535 and the Company's Article of Association stated that the one-third of directors shall vacant their office. If the number of directors cannot be exactly divided then the number of retiring directors shall be nearest to one-third. At the 2022 Annual General Meeting (29th Meeting), there were five directors who retired as follows:

1. Mr. Opart Dhanvarjor Executive Director, Member of the Executive Committee and President
2. Mr. Rojrit Debhakam Non-Executive Director
3. Mr. Hisashi Nakajima Non-Executive Director
4. Mr. Hisatoshi Itsubo Non-Executive Director and Member of the Nomination and Remuneration Committee
5. Mr. Yoshiyuki Shikano Non-Executive Director

In this regard, Mr. Hisashi Nakajima indicated his intention not to seek re-nomination and recommends the meeting to consider the election of Mr. Motoaki Kiri to be the Company's directors in replacement of Mr. Hisashi Nakajima.

That the directors who retired by rotation and were the candidate director to be re-elected in replacement shall leave the meeting until this agenda was finished in order to comply with the good principle of the election.

The nominated persons have passed the screening process of the Nomination and Remuneration Committee and have the qualifications appropriate for the business operation of the Company and possess the qualifications of listed company's directors entirely. The Board of Directors thus recommends the 2022 Annual General Meeting of Shareholders (The 29th Meeting) the re-election of those four retiring directors as follow; Mr. Opart Dhanvarjor, Mr. Rojrit Debhakam, Mr. Hisatoshi Itsubo, Mr. Yoshiyuki Shikano to be the Company's directors for another term and election of Mr. Motoaki Kiri as the Company's director in replacement of Mr. Hisashi Nakajima and asked the meeting whether there was any additional inquiry.

As there was no inquiry, it is appropriate proposed the Meeting to elect each individual director.

Resolution: The Meeting resolved to elect Mr. Opart Dhanvarjor, Mr. Rojrit Debhakam, Mr. Motoaki Kiri, Mr. Hisatoshi Itsubo and Mr. Yoshiyuki Shikano to be the Company's directors, by a unanimous vote of total number of votes as follows;

1) Mr. Opart Dhanvarjor		
Approved	<u>30,500,835</u> votes,	equivalent to 100.0000%
Disapproved	<u>0</u> votes,	equivalent to 0.0000%
Abstained	<u>0</u> vote,	equivalent to 0.0000%
Void Ballot	<u>0</u> vote,	equivalent to 0.0000%
2) Mr. Rojrit Debhakam		
Approved	<u>30,500,835</u> votes,	equivalent to 100.0000%
Disapproved	<u>0</u> votes,	equivalent to 0.0000%
Abstained	<u>0</u> vote,	equivalent to 0.0000%
Void Ballot	<u>0</u> vote,	equivalent to 0.0000%
3) Mr. Motoaki Kiri		
Approved	<u>30,500,835</u> votes,	equivalent to 100.0000%
Disapproved	<u>0</u> votes,	equivalent to 0.0000%
Abstained	<u>0</u> vote,	equivalent to 0.0000%
Void Ballot	<u>0</u> vote,	equivalent to 0.0000%
4) Mr. Hisatoshi Itsubo		
Approved	<u>30,500,835</u> votes,	equivalent to 100.0000%
Disapproved	<u>0</u> votes,	equivalent to 0.0000%
Abstained	<u>0</u> vote,	equivalent to 0.0000%
Void Ballot	<u>0</u> vote,	equivalent to 0.0000%
5) Mr. Yoshiyuki Shikano		
Approved	<u>30,500,835</u> votes,	equivalent to 100.0000%
Disapproved	<u>0</u> votes,	equivalent to 0.0000%
Abstained	<u>0</u> vote,	equivalent to 0.0000%
Void Ballot	<u>0</u> vote,	equivalent to 0.0000%

Thus, for the year 2022, the Board of Director Comprises of 14 persons as follows:

1. Mr. Dhep Vongvanich Independent Director, Chairman of the Board of Directors and Chairman of the Executive Committee
2. Mr. Pornwut Sarasin Vice-Chairman
3. Mr. Sirote Sawasphanich Independent Director and Chairman of the Audit Committee
4. Mr. Satit Chanjavanakul Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee

5.	Mr. Pongpanu Svetarundra	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee
6.	Prof.Dr.Suwimon Keeratipibul	Independent Director, Member of the Executive Committee and Member of the Nomination and Remuneration Committee
7.	Mr. Dhitivute Bulsook	Director
8.	Mr. Motoaki Kiri	Director
9.	Mr. Tadashi Funahashi	Director and Member of the Executive Committee
10.	Mr. Yoshiyuki Shikano	Director
11.	Mr. Hisatoshi Itsubo	Director and Member of the Nomination and Remuneration Committee
12.	Mr. Yukihito Nozaki	Director and Member of the Executive Committee
13.	Mr. Rojrit Debhakam	Director
14.	Mr. Opart Dhanvarjor	Director, Member of the Executive Committee and President

Agenda 6: To consider and appoint the auditors and fix the audit fees for the year 2022

The Chairman requested Mr. Sirote Sawasphanich, Chairman of the Audit Committee, proceed the meeting in this agenda.

Mr. Sirote Sawasphanich informed the meeting that in order to comply with the Public Company Limited Act B. E. 2535, Section 120 which the Annual General Meeting has to consider appointing the Auditors and approve the audit fee annually. For the year 2022, the Board of Directors with the endorsement of the Audit Committee opined that auditors from EY Office Limited, by Mr. Chayapol Suppasetanon Certified Public Accountant number 3972, and/ or Ms. Orawan Techawatanasirikul Certified Public Accountant number 4807, and/ or Ms. Sumana Punpongsanon Certified Public Accountant number 5872 should be appointed as the Company's auditors. whereby any one of them being authorized to conduct the audit and to express opinion regarding to the financial statements of the Company. Due to the auditors from EY Office Limited have qualifications under the regulations of the Office of the Securities Exchange Commission and always provided as an expert professional, proficiency, business understanding and good services for long time. The proposes that the audit fees for the year 2022 should be 1,300,000 Baht and not the fee for reviewing other information.

Afterwards, welcomed the shareholders'inquiries and answered the questions of the shareholders as follows:

1. The reasons for increase in audit fee from year 2021 from 1,200,000 Baht to 1,300,000 Baht in 2022.

Answer The Company foreseeing that in 2022, the Company has a chance that will be more activities than in 2021. Therefore, the audit fee has been increased.

As there was no inquiry, it is appropriate proposed the Meeting to approve the appointment the auditors and fix the audit fees for the year 2022. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Resolution The Meeting approved the appointment Mr. Chayapol Suppasedtanon Certified Public Accountant number 3972, and/or Ms. Orawan Techawatanasirikul Certified Public Accountant number 4807, and/or Ms. Sumana Punpongsanon Certified Public Accountant number 5872 from EY Officer Limited, should be appointed as the Company's auditors and proposes that the audit fees for the year 2022 should be 1,300,000 Baht and not the fee for reviewing other information, by a unanimous vote of total number of votes of the shareholders present at the meeting and eligible to vote with the following vote results:

Approved	<u>30,500,835</u> votes,	equivalent to 100.0000%
Disapproved	<u>0</u> votes,	equivalent to 0.0000%
Abstained	<u>0</u> vote,	equivalent to 0.0000%
Void Ballot	<u>0</u> vote,	equivalent to 0.0000%

Agenda 7: To consider and approve the remuneration of the Company' Directors and Sub-committee members for the year 2022

The Chairman requested Mr. Satit Chanjavanakul, Chairman of the Nomination and Remuneration Committee, Clarify the details and proceed in the remuneration of the Company' Directors and Sub-committee members as follows.

The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee which determined from duties and responsibilities, the Company's business performance as well as compared with the listed companies on the Stock Exchange of Thailand with the peer companies. It is considered appropriate proposing the Directors' remuneration and Sub-committee members for the year 2022 in the total amount of 5,810,000 Baht which it is the same rate as the 2021 Annual General Meeting of Shareholders (28th meeting) approved. Including the retainer fee of the Board of Directors and the Executive Committee total amount of 3,990,000 Baht and attendance fee of Sub-committee total amount of 1,820,000 Baht. The details are summarized as below:

Unit : Baht

Item	Y 2022 (Estimated)	Y 2021	
		Approved	Actual
1. Board of Directors' remuneration			
1.1 Retainer fee	3,330,000	3,330,000	3,330,000
1.2 Attendance fee	1,050,000	1,050,000	790,000
2. Sub - Committees			
2.1 Executive Committee			
- Retainer fee	660,000	660,000	660,000
2.2 Audit Committee			
- Attendance fee	320,000	320,000	320,000
2.3 Nomination and Remuneration Committee			

Item	Y 2022 (Estimated)	Y 2021	
		Approved	Actual
- Attendance fee	240,000	240,000	320,000
3. Reserve for Attendance fee	210,000	210,000	-
4. Other Benefits	-	-	-
Total	5,810,000	5,810,000	5,420,000

The Directors who also reserve the Company's management are not allowed to receive the attendance fee of the Board and retainer fee of the Executive Committee.

The above-mentioned remuneration and attendance fee will be effective from the date of approval by the 2022 Annual General Meeting of Shareholders' meeting (The 29th Meeting) shall resolve otherwise.

Apart from monetary remuneration, the Company does not grant other privileges to the Directors, as same as the year 2021.

Afterwards, welcomed the shareholders' inquiries. As there was no inquiry, it is appropriate proposed the Meeting to consider and approved the remuneration of the Company' Directors and Sub-committee members for the year 2022, This agenda required a resolution of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

Resolution: The Meeting approve the remuneration of the Company' Directors and Sub-committee members for the year 2022, by a unanimous vote of total number of votes of the shareholders present at the meeting with the following vote results:

Approved	<u>30,500,835</u> votes,	equivalent to	100.0000%
Disapproved	<u>0</u> votes,	equivalent to	0.0000%
Abstained	<u>0</u> vote,	equivalent to	0.0000%
Void Ballot	<u>0</u> vote,	equivalent to	0.0000%

Agenda 8: To consider and approve the amendment of the Company's Articles of Association.

The Chairman informed the Meeting that in accordance with the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020) and Security measures as prescribed in the Notification of the Ministry of Communication and Information Technology re: Security Policy and Standards of the Meeting via Electronic Media B.E.2563 (2020) and the Explanatory Statement of the Department of Business Development re: Electronic Conferencing of Registered Partnership, Company Limited, Public Company Limited, Trade Association and Chamber of Commerce. Thus, requested propose the meeting to amend Article 15, 19 and Article 21 of the Company's Articles of Association by canceling the original text of existing version and replacing the new text as proposed, including to submit the registration to amend the said article by giving authority to authorized director of the Company and/or any person who had been assigned by the authorized director, to have the power appropriately to resolve and/or adding and/or changing the wording in the said article, in order to comply

with the announcement of registrar of Public Company Limited Act to registered the Articles of Association with the Ministry of Commerce.

Afterwards, welcomed the shareholders' inquiries. As there was no inquiry, it is appropriate proposed the Meeting to consider and approve the amendment of the Company's Articles of Association. This agenda required a resolution of not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote.

Resolution The Meeting approved the amendment of the Company's Articles of Association, by a unanimous vote of total number of votes of the shareholders present at the meeting and eligible to vote with the following vote results:

Approved	<u>30,500,835</u> votes,	equivalent to 100.0000%
Disapproved	<u>0</u> votes,	equivalent to 0.0000%
Abstained	<u>0</u> vote,	equivalent to 0.0000%
Void Ballot	<u>0</u> vote,	equivalent to 0.0000%

Agenda 9: Other Business (if any)

The Chairman welcomed the shareholders' inquiries. The Chairman, President and Management answered the questions of the shareholders Summarized as follows:

1. On website of the Stock Exchange of Thailand, the Company met the investors on the latest Opportunity Day on June 7, 2019. Thus, recommend the executives of the Company meet the investors on Opportunity Day periodically, is it possible?

Answer: The Company will meet the investors on Opportunity Day periodically as suggested by the shareholders.

As there were neither inquiries nor suggestions from the shareholders, the Chairman thanked the shareholders for attending the meeting, expressing various suggestion and declared the meeting adjourned.

The meeting was adjourned at 11.50 hrs.



(Mr. Dhep Vongvanich)
Chairman

Profile of the person nominated to be director in replacement
of those to be retired by rotation as of 31 March 2023

<p>Name</p> <p>Nationality</p> <p>Date of Birth</p> <p>Age</p> <p>Education</p> <p>Director Training Courses with Thai Institute of Directors (IOD)</p> <p>Type of Directors</p> <p>Current Position</p> <p>Past experience of 5 years retroactively</p> <p>Directorship</p> <p> ◆ Listed Company</p> <p> ◆ Non - listed Company</p> <p>Attendance of The Board of Directors' Meeting</p> <p>Number of CSC Shareholding*</p> <p>Type of shares</p> <p>The Independence of Directors**</p>	<p>: Mr. Pornwut Sarasin</p> <p>: Thai</p> <p>: April 23, 1959</p> <p>: 63 years</p> <p>: MBA of Pepperdine University, USA</p> <p>: Director Accreditation Program (DAP 45)</p> <p>: Non - Executive Director and Vice-Chairman</p> <p>: Chairman/ Thainamthip Company Limited</p> <p>: 1999 - 2013 Vice Chairman/ Thainamthip Company Limited</p> <p>: 5 companies</p> <p>Vice-Chairman/ Crown Seal Public Company Limited</p> <p>Chairman/ BG Container Glass Public Company limited</p> <p>Director and Chairman of the Audit Committee/ Charoong Thai Wire & Cable Public Company Limited</p> <p>Director/ AP (Thailand) Public Company limited</p> <p>Director/ Home Product Center Public Company Limited</p> <p>: 9 companies</p> <p>President / Thainamthip Company Limited</p> <p>Director/ Denso (Thailand) Company Limited</p> <p>Director/ Honda Automobile (Thailand) Company Limited</p> <p>Director/ Isuzu Motors Company (Thailand) Company Limited</p> <p>Director/ Thai Asia Pacific Brewery Company limited</p> <p>Director/ Thai Bridgestone Company Limited</p> <p>Director/ Thai-MC Company Limited</p> <p>Director/ Tri Prtch Isuzu Sale Company Limited</p> <p>Director/ Tri Prtch Isuzu leasing Company Limited</p> <p>: 2022 - 5 from total 5 times</p> <p>: 21,926 Shares (0.042% of all shares)</p> <p>: Common Shares</p> <p>: Non-independent director as being the Chairman of Thainamthip Company Limited, the major customer of CSC who is doing business with the Company with general trading conditions as other customers and sold value per year \geq 50 MB. or 3% of NTA</p>	
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Legal Dispute	:	-None-
CSC Director's first time	:	June 24, 2015 (BOD No. 3/2015)
CSC Director's last time	:	April 24, 2020 (AGM No. 27/2020)
Total (Years)	:	7 years 9 months

*Remark * Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%*

*** Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No. 4.*

**Profile of the person nominated to be director in replacement
of those to be retired by rotation as of 31 March 2023**

Name	:	Mr. Sirote Swasdipanich	
Nationality	:	Thai	
Date of Birth	:	November 4, 1948	
Age	:	74 years	
Education	:	Master of Business Administration in Finance Missouri University (Columbia),USA Certificate in Finance IMF, Washington D.C. USA Certificate in Administration, Sasin, Chulalongkorn University	
Director Training Courses with Thai Institute of Directors (IOD)	:	Director Certification Program (DCP 23)	
Type of Directors	:	Independent Director and Chairman of the Audit Committee	
Current Position	:	-	
Past experience of 5 years retroactively	:	2013 - 2019 Chairman of the Board of Director and Chairman of the Audit Committee/ Kungthai-Axa Public Company Limited 2013 - 2019 Director and Chairman of the Audit Committee/ Witcorp Products Company Limited	
Directorship			
◆ Listed Company	:	3 companies Independent Director and Chairman of the Audit Committee/ Crown Seal Public Company Limited Independent Director and Chairman of the Audit Committee/ Vibhavadi Hospital Public Company Limited Independent Director and Chairman of the Audit Committee/ SNC Former Public Company Limited	
◆ Non - listed Company	:	6 companies Qualified director/ Walailak University	

	Business Promotion Committee/ Walailak University
	Chairman of the Appeal and Complaint Committee of Walailak University
	Board of Trustees/ Fiscal Policy Research Institute Foundation
	Director and Assistant Treasurer/ Chumphot-Pantip Foundation
	Director and Secretary/
	the Foundation Professor Dr. kaw Sawaspanich for reading
Attendance of The Board of Directors' Meeting	: 2022 - 5 from total 5 times
Attendance of The Audit Committee's Meeting	: 2022 - 4 from total 4 times
Number of CSC Shareholding*	: -None-
Type of shares	: -None-
The Independence of Directors**	: Independent Director
Legal Dispute	: -None-
CSC Director's first time	: August 6, 2020 (BOD No. 5/2020)
CSC Director's last time	: April 24, 2020 (AGM No. 27/2020)
Total (Years)	: 2 years 8 months

*Remark * Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%*

*** Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No. 4.*

**Profile of the person nominated to be director in replacement
of those to be retired by rotation as of 31 March 2023**

Name	: Prof.Dr. Suwimon Keeratipibul	
Nationality	: Thai	
Date of Birth	: November 25, 1954	
Age	: 68 years	
Education	: Doctor and Master of Engineering (Fermentation Technology), Hiroshima University, Japan	
Director Training Courses with Thai Institute of Directors (IOD)	: Director Accreditation Program (DAP 97/2012) Risk Management Program for Corporate Leaders (RCL 21/2020)	
Type of Directors	: Independent Director Member of the Executive Committee and Member of the Nomination and Remuneration Committee	
Current Position	: -	
Past experience of 5 years retroactively	: 1985 - 2020 Lecturer at the Faculty of Science, Chulalongkorn University	

	1997 - 2011	Representative of the Food Industry Group, The Federation of Thai Industries in Codex Committee on Food Hygiene of Codex Alimentarius Commission, Organized by Food and Agriculture Organization (FAO) and World Health Organization (WHO) of UN.
Directorship		
◆ Listed Company	:	2 companies Independent Director Member of the Executive Committee and Member of the Nomination and Remuneration Committee/ Crown Seal Public Company Limited Independent Director and Chairman of Corporate Governance and Risk Management Committee/ Thai President Foods Public Company Limited
◆ Non - listed Company	:	-None-
Attendance of The Board of Directors' Meeting	:	2022 - 5 from total 5 times
Attendance of The Executive Committee' Meeting	:	2022 - 9 from total 9 times
Attendance of The Nomination and Remuneration Committee' Meeting	:	2022 - 2 from total 2 times
Number of CSC Shareholding*	:	-None-
Type of shares	:	-None-
The Independence of Directors**	:	Independent Director
Legal Dispute	:	-None-
CSC Director's first time	:	April 26, 2010 (BOD No. 2/2010)
CSC Director's last time	:	April 24, 2020 (AGM No. 27/2020)
Total (Year)	:	12 years 11 months
Reason and necessity for nominating as an independent director for more than 9 years	:	She was knowledgeable and had experience in the field that the company needed, as well as provided useful advice. She had well performed her duties during independent directorship duration and could express opinions independently and in accordance with the relevant rules

*Remark * Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%*

*** Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No. 4.*

**Profile of the person nominated to be director in replacement
of those to be retired by rotation as of 31 March 2023**

Name	: Mr. Dhitivute Bulsook	
Nationality	: Thai	
Date of Birth	: 25 May 1968	
Age	: 54 years	
Education	: MBA of Babson College, USA	
Director Training Courses with Thai Institute of Directors (IOD)	: Director Certification Program DCP 78/2006 (English Program)	
Type of Directors	: Non- Executive Director	
Current Position	: -	
Past experience of 5 years retroactively	: 2012 - Jul 2020 Director of Sermsuk Training Company Limited 2012 - Jul 2020 Director of Great Brands Limited 2011 - Sep. 2015 President of Sermsuk Public Company Limited	
Directorship		
◆ Listed Company	: 2 companies Director/ Crown Seal Public Company Limited Director, Vice Chairman of Executive Committee No.3 and Member of Sustainability and Risk Management Committee/ Sermsuk Public Company Limited.	
◆ Non - listed Company	: 5 companies Director/ Petform (Thailand) Limited Director/ Sermsuk Holding Company Limited Director/ Sermsuk Beverage Company Limited Director/ Wrangyer Beverage (2008) Company Limited Director/ ThaiDrinks Company Limited	
Attendance of The Board of Director's Meeting	: 2022 - 5 from total 5 times	
Number of CSC Shareholding*	: 6,320 shares (0.012% of all shares)	
Type of shares	: Common Share	
The Independence of Directors**	: Non-independent director as being the Director of Serm Suk Public Company Limited, the major customer of CSC, who is doing business with the Company with general trading conditions as other customers and sold value per year \geq 50 MB. or 3% of NTA	
Legal Dispute	: -None-	
CSC Director's first time	: February 20, 2010 (BOD No.1/2010)	
CSC Director's last time	: April 24, 2020 (AGM No. 27/2020)	
Total (Years)	: 13 years 1 month	

*Remark * Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%*

*** Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No. 4.*

****Definitions of independent directors of Crown Seal Public Company Limited**

1. Holding shares not more than 1% of the total shares with voting rights of the Company, the major shareholder, or controlling person including related person.
2. Not being or having previously been a director who takes part in the management, an employee, a staff member or advisor of the Company unless the termination of being in such position had occurred at least 2 years before an appointment.
3. Not being a person related by blood or registration under laws of its executives, its major shareholder, its controlling person, or such other person who will be nominated to take up the position of executives or controlling persons of the Company or its subsidiary.
4. Not holding business relationship with the Company, major shareholder, or person holding controlling power of the Company, which may hinder the exertion of his/her independent discretion, and not being or having ever been a shareowner, with significant implication, or person holding controlling power of the person holding business relationship with the Company, major shareholder, or person holding controlling power of the Company unless having vacated from said tenure for not less than two years before appointment which value \leq 50 MB / \leq 3% of the net tangible asset, whichever is higher.***
5. Not being or having previously been an auditor of the Company or the major shareholder, or the controlling person and not being a shareowner with significant implication, or the controlling person, or a managing partner of the audit office which being the auditor of the Company unless the termination of being in such position had occurred at least 2 years before an appointment.
6. Not being or having previously been any professional service provider including legal advisor and financial advisor who receives more than Baht 2 million annually from the Company, major shareholder, or controlling person, and also being a shareowner with significant implication, or the controlling person, or a managing partner of such professional service provider unless the termination of being in such position had occurred at least 2 years before an appointment
7. Not being a director appointed as a representative of the Company's directors, a major shareholder or a shareholder who is related to the Company's major shareholder.
8. Not undertaking a business with similar nature or significant competition with the Company, or not being a major partner of a partnership, or a director who take part in management, an employee, a staff, an advisor with regular payroll, or owning shares more than 1 percent of all shares with voting right of other companies with similar business or significant competition with the Company.
9. Not having any other characteristics that prevent the exertion of independent opinion and not having prohibited characteristics as required by the Securities and Exchange Commission's regulations.

** All qualifications of independent directors of Crown Seal PLC. are defined in compliance with the regulations of Capital Market Supervisory Board, excluding article 4 of which is less strictly defined.

Determination for considering business relationship between directors and the Company of Capital Market Supervisory Board are as follows:

- The independent directors shall not holding business relationship with the Company, major shareholder, or person holding controlling power of the company, which may hinder the exertion of his/her independent discretion, and not being or having ever been a shareowner, with significant implication, or person holding controlling power of the person holding business relationship with the Company, major shareholder, or person holding controlling power of the company unless having vacated from said tenure for not less than two years before appointment ***which value \leq 20 MB / \leq 3% of the net tangible asset, whichever is lower.

Details of Auditors and Audit fees

EY Office Limited, is an experienced accounting firm of international standard with office network in over 150 countries worldwide.

EY's customers in Thailand are in various business sectors such as Communication, Energy, Mining, Manufacturing, Construction, Hospital, Real-Estate, Financial Institute, etc.

In order to comply with the Public Company Limited Act and under Article 31 of the Company's Articles of Association, there shall be a consideration to appoint the Auditors by the Annual General Meeting. The Board of Directors Meeting No.1/2023 considered appointing and fixing auditors' fee for the year 2023 as proposed by the Audit Committee. Therefore, resolved to propose to the Shareholders' Meeting for approval. It is considered appropriate for the meeting to appoint the Auditors from EY Office Limited to be Auditors for the fiscal year ended December 31, 2023 as following details:

<u>Name List</u>	<u>Certified Public Accountant Number</u>	<u>Period of Being Authorized Auditor</u> ⁽¹⁾
1. Ms. Orawan Techawatanasirikul	4807	-None-
2. Ms. Sumana Punpongsanon	5872	-None-
3. Ms. Rosaporn Decharkom	5659	-None-

Also, Fix the audit fee for the year 2023 at the total amount of 1,300,000 Baht as follows:

Unit : Baht

Detail	2023	2022	Increase (Decrease)
➤ Audit fee			
1. Annual financial statements	835,000	835,000	-
2. Reviewing quarterly financial statements	465,000	465,000	-
3. A fee for reviewing other information such as Annual Report ⁽²⁾	-	-	-
Total	<u>1,300,000</u>	<u>1,300,000</u>	=
➤ Non audit fee			
1. Service fee for observe and certify the destruction of registered products which under quality standard	80,000	60,000	-

It should be noted that EY Office Limited and the proposed auditors have neither interest nor relationship with the Company, its subsidiaries, management, major shareholders, or other related persons that may deprive their independence in discharging their duties and they are not auditors who hold the Company's shares over the proportion of 20% but not over 50%

Remark (1) The period of being authorized auditor in financial statements of the Company is considered retroactively for 5 years.

(2) On January 17, 2017, the Federation of Accounting Professions under the Royal Patronage of his Majesty the King, it requires the auditor to review other information to comply with the Accounting Standards regarding "the responsibility of the auditor for other information in the document that includes the audited financial statements" The meeting of the Company's Board of Directors passed a resolution on February 21, 2017 to pay such fee.

PROXY FORM B



ฉีกตามรอยนี้

Tear here

(ปิดอากรแสตมป์ 20 บาท)

(20 Baht duty stamp)

หนังสือมอบฉันทะ(แบบ ข.)

Proxy (Form B.)

เขียนที่ _____

เลขทะเบียนผู้ถือหุ้น _____

Written at

Shareholders register no.

วันที่ _____ เดือน _____ พ.ศ. _____

Date

Month

Year

(1) ข้าพเจ้า _____

I/We

สัญชาติ _____ บ้านเลขที่ _____

Nationality

Address

(2) เป็นผู้ถือหุ้นของบริษัท ฝาจีบ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น

Being a shareholder of Crown Seal Public Company Limited ("Company")

shares

และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

and have the right to vote equal to

shares as follows :

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

ordinary share

shares

and have the right to vote equal to

votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

preferred share

shares

and have the right to vote equal to

votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) นาย/นาง/นางสาว _____ อายุ _____ ปี

Mr./Mrs./Miss

age

years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

residing at

Road

Tambol/Khwaeng

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Amphur/Khet

Province

Postal Code

or

(2) นาย/นาง/นางสาว _____ อายุ _____ ปี

Mr./Mrs./Miss

age

years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

residing at

Road

Tambol/Khwaeng

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Amphur/Khet

Province

Postal Code

or

(3) นาย/นาง/นางสาว _____ อายุ _____ ปี
 Mr./Mrs./Miss age years
 อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
 residing at Road Tambol/Khwaeng
 อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Amphur/Khet Province Postal Code or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ครั้งที่ 30) ในวันศุกร์ที่ 21 เมษายน 2566 เวลา 10.30 น. เป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my/our behalf at 2023 Annual General Meeting of Shareholders (The 30th Meeting) will be held on Friday, April 21, 2023, 10:30 a.m. to be solely by Electronic Meeting method only, Thailand or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

(1) วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 29)

Agenda 1 To adopt the Minutes of the 2022 Annual General Meeting of Shareholders (The 29th Meeting)

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(2) วาระที่ 2 เรื่องรับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2565

Agenda 2 To acknowledge the 2022 Annual Performance Report

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(3) วาระที่ 3 เรื่องพิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 3 To consider and approve the Statements of Financial Position and Income Statements for the year ended December 31, 2022

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(4) วาระที่ 4 เรื่องพิจารณาอนุมัติการจัดสรรกำไรและการจ่ายเงินปันผล สำหรับผลการดำเนินงานปี 2565

Agenda 4 To consider and approve the allocation of profit and the dividend payment from the operation of the Company for the year 2022

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

(5) วาระที่ 5 เรื่องพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 5 To consider and elect the directors in replacement of those to be retired by rotation

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- การแต่งตั้งกรรมการทั้งหมด
Approve the appointment of all directors
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |
- การแต่งตั้งกรรมการเป็นรายบุคคล
Approve the appointment of certain directors as follows:

- | | | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|--|--|
| 1. นายพรวุฒิ | สารสิน | | | |
| Mr. Pornwut | Sarasin | | | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง | | |
| Approve | Votes Disapprove | Votes Abstain | | |
| 2. นายศิริโรตม์ | สวัสดีพาดิณชัย | | | |
| Mr. Sirote | Swasdipanich | | | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง | | |
| Approve | Votes Disapprove | Votes Abstain | | |
| 3. ศ.ดร.สุวิมล | เกียรติพิบูล | | | |
| Prof.Dr. Suwimon | Keeratipibul | | | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง | | |
| Approve | Votes Disapprove | Votes Abstain | | |
| 4. นายฐิติวุฒิ | บุลสุข | | | |
| Mr. Dhitivute | Bulsook | | | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง | | |
| Approve | Votes Disapprove | Votes Abstain | | |

(6) วาระที่ 6 เรื่องพิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2566

Agenda 6 To consider and appoint the auditors and fix the audit fees for the year 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(7) วาระที่ 7 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการบริษัทและอนุกรรมการชุดต่าง ๆ ประจำปี 2566

Agenda 7 To consider and approve the remuneration of the Company' Directors and Sub-committee members for the year 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any votes cast by the proxy holder in any agenda which are not in accordance with the instruction in this Proxy shall be void and not be considered as my/our votes.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except those which are not in accordance with my/our instruction in this Proxy, shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ผู้มอบฉันทะ/Grantor

(_____)

ลงนาม/Signed _____ผู้รับมอบฉันทะ/Proxy

(_____)

ลงนาม/Signed _____ผู้รับมอบฉันทะ/Proxy

(_____)

หมายเหตุ/ Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For Agenda electing directors, the whole Board of Directors or certain directors can be elected.

3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

Where there occurs any agenda for the meeting's consideration other than those specified above, such additional agenda and additional instruction may be specified in the Annex to the Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Annex to the Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นบริษัท ฟาจีบ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ครั้งที่ 30) ในวันศุกร์ที่ 21 เมษายน 2566 เวลา 10.30 น. เป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Appointment of proxy holder by shareholder of Crown Seal Public Company Limited for 2023 Annual General Meeting of Shareholders (The 30th Meeting) will be held on Friday, April 21, 2023, 10:30 a.m. to be solely by Electronic Meeting method only, Thailand or at any adjournment thereof.

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

วาระที่.....เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda Election of Directors (continued)

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain

Details of independent directors for proxy granting of shareholders

1. Mr. Dhep Vongvanich

Position : Independent Director, Chairman of the Board of Directors and Chairman of the Executive Committee.

Age : 76 Years

Address : 2 Soi Thana, Somdejchaophraya Rd, Somdejchaophraya, Khlong San, Bangkok

Education/Training Courses: Bachelor of Civil Engineering, Chulalongkorn University

Current Position: Independent Director, Chairman of the Board of Directors and Chairman of the Executive Committee/ Crown Seal Plc.

Chairman/ TPC Vina Plastic and Chemical Corp., Limited.

Advisor to the President/ Siam Cement Plc. (SCG)

SCG Country Executive Director/ Vietnam

Director/ Bangkok Industrial Gas Co., Ltd. (BIG)

Past 5 Years Work Experience: 2014 - 2019 Board of Commissioner/ PT. Indonesia Caps and Closures

1996 - 2018 Member of the Board of Director/ Thai Plastic and Chemicals Plc.

* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and Sub-Committee members for the year 2023)

* A special interest is different from the other directors. (None)

2. Mr. Satit Chanjavanakul

Position : Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee.

Age : 74 Years

Address : 367 Soi Amonphan 4, Vibhavadi-Rangsit Rd, Lad Yao, Chatuchak, Bangkok

Education/Training Courses: M.A. (Business Administration), Thammasat University

M.Sc. (Textile Engineering), University of Leeds, United Kingdom

B.Sc. (Industrial Engineering), Chulalongkorn University

Director Accreditation Program (DAP 39/2005)

Director Certification Program (DCP 83/2007)

Corporate Governance for Capital Market Intermediaries (CGI 7/2015)

Board Nomination & Compensation Program (BNCP 7/2019)

Current Position: Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee/ Crown Seal Plc.

Chairman of the Board of Directors/ SNC Former Plc.

Independent Director and Member of the Audit Committee/ Lalin Property Plc.

Independent Director and Member of the Audit Committee/ Thai Agro Energy Plc.

Director/ SPC home Ideas Co., Ltd.

Past 5 Years Work Experience: 2004 -2020 Independent Director and Member of the Audit Committee/

Asia Plus Group Holdings Plc.

2015 - 2020 Director/ Asia Plus Securities Co., Ltd.

2013 - 2019 Director/ Withcorp Products Co., Ltd.

* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and Sub-Committee members for the year 2023)

* A special interest is different from the other directors. (None)

3. Mr. Pongpanu Svetarundra

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

Age : 63 Years

Address : 88/135 Naradhiwas Rajanagarindra Road, Yannawa, Sathorn, Bangkok

Education/Training Courses: Honorary Doctorate in Economics, Hiroshima University of Economics
Master's degree in Economics from Northwestern University, USA
Directors Certification Program (DCP 17/2002)
Financial Statements for Directors (FSD 2/2008)
Role of the Chairman Program (RCP 21/2009)
Financial Institutions Governance Program (FGP 7/2013)

Current Position: Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee/ Crown Seal Plc.
Independent Director and Member of the Nomination and Remuneration Committee/ Asset World Corporation Plc.
Chairman, Independent Director and Member of the Audit Committee/ Megachem (Thailand) Plc.
Chairman of the Board of Director, Independent Director and Chairman of the Audit Committee/ TVD Holding Public Company Limited.
Chairman of the Board of Director, Independent Director and Member of the Audit Committee/ Ornsirin Holding Company Limited.

Past 5 Years Work Experience: 2016 -2018 Permanent Secretary/ Ministry of Tourism and Sports
2012 - 2017 Director/ TMB Bank Plc.
2009 - 2016 Director/ Thaisri Insurance Plc.
2013 - 2015 Director/ Thai Airways International Plc.
2011 - 2015 Deputy Permanent Secretary/ Ministry of Finance

* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and Sub-Committee members for the year 2023)

* A special interest is different from the other directors. (None)

Remark: Shareholders who willing to appoint a proxy holder or the Company's independent directors to attend and vote at the meeting, please kindly send the Proxy form together with the required documents as stated in Attachment No. 8 and No. 9 to the following address before April 17, 2023.

Company Secretary Office
Crown Seal Public Company Limited
5 Soi Rangsit – Nakornnayok 46, Prachatipat
Tanyaburi, Pathumthani 12130

Rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 17 April 2023. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the E-Mail you have sent to inform the Company. The Link will be sent day in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via E-Mail or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via E-Mail or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment No. 9) by specifying your E-Mail and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with 20 baht duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting).
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholder's meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting).

- The Proxy Form B (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with 20 baht duty stamp affixed;
- A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholder's meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
- A copy of the identity document of the representative of the juristic person (director), such as an ID card, number a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with Attachment 9 supporting documents (item 2) by sending to the Company within 17 April 2023 by the following means:

- E-Mail channel: dowrueang@crownsel.co.th and/or tivarat@crownsel.co.th
- Postal channels: Company Secretary Office, Crown Seal Public Company Limited,
5 Soi Rangsit – Nakornnayok 46, Prachatipat, Tanyaburi, Pathumthani 12130

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by going to Scan QR Code Go to Link



2. Fill in the information of shareholders:

- Securities holder account number;
- Name (do not include a title) - Last Name
- ID card number;
- Choose to accept the terms and consent to access to personal information;
- Press "Confirm"

3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.

- Name - Surname (English);
- E-Mail to receive a link to attend the meeting;
- Mobile phone number;

Self-Attending: Shareholder's mobile number.

Proxy: Proxy's mobile number. (Used to log in system).

4. Select the attendance type:

- Attend the meeting in person via E-AGM;
- Authorize the natural persons to attend the meeting via E-AGM;
- Assign a proxy to an independent director;

5. Press "Next"

In the case of shareholders attending the meeting in person: Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next"
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

In the case of appointing the natural person to attend the meeting via E-AGM: Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next"
4. Save the proxy's information and attach supporting documents:
 - Name-surname of the proxy (Thai language);
 - Name-surname of the proxy (English);
 - Attach a copy of the proxy's identity document;
 - Attach the proxy form with complete information and signature;
5. Press "Next"
6. The system will display a message "Information received Successfully," check the name, surname, and number of shares again;
7. Close window to finish;

In the case of appointing a proxy to an independent director:

1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next"
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

Remark: The system for receiving the request to attend the meeting will be open for operation from 3 April 2023 to 21 April 2023 or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the 20 April 2023, please get in touch with the Company immediately.

2. Please prepare the following information for logging in the meeting

Self-Attending: Shareholder Account Number (10 digits Number) and ID Card number.

Proxy: Proxy ID Card number and Proxy's Mobile Number.

3. Meeting attendance and voting via electronic media can be used with computers/ notebooks/ tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via computers, notebooks, tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

iOS System	Android System
	
iOS System : https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	
Android System : https://play.google.com/store/apps/details?id=us.zoom.videomeetings	

4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.

5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.

6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).

7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co.,Ltd. at the phone number specified in the Email that sends you the system's user manual.

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment No. 6) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within 17 April 2023 by the following means:

- E-Mail channel: dowrueang@crowNSEal.co.th and/or tivarat@crowNSEal.co.th
- Postal channels: Company Secretary Office, Crown Seal Public Company Limited,
5 Soi Rangsit – Nakornnayok 46, Prachatipat, Tanyaburi, Pathumthani 12130

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form B (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card number, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - E-Mail channel: dowrueang@crowNSEAL.CO.TH and/or tivarat@crowNSEAL.CO.TH
 - Postal channels: Company Secretary Office, Crown Seal Public Company Limited,
5 Soi Rangsit – Nakornnayok 46, Prachatipat, Tanyaburi, Pathumthani 12130

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting: If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date through the following channels:
 - By E-Mail: ratree@crowNSEAL.CO.TH
 - Telephone: 0-2533-0450 Ext. 638
 - Postal channels: Company Secretary Office, Crown Seal Public Company Limited
5 Soi Rangsit – Nakornnayok 46, Prachatipat, Tanyaburi, Pathumthani 12130
2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages;
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholder's meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

เอกสารตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท ฝาจีบ จำกัด (มหาชน)
Acceptance Form for Attending the Meeting via Electronic Means of Crown Seal Public Company Limited

วันที่.....เดือน.....พ.ศ.....
 Date Month Year

- (1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....
 I/We Identification Card/Passport No.
 สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
 Nationality Residing at No. Road Sub district
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
 District Province Postal Code

- (2) เป็นผู้ถือหุ้นของ **บริษัท ฝาจีบ จำกัด (มหาชน)**
 Being a shareholder of Crown Seal Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น
 Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 (ครั้งที่ 30)
 I would like to attend and vote at the 30th Annual General Meeting of Shareholders for 2023 via electronic means.

- เข้าร่วมประชุมด้วยตัวเอง
 Self-attending
 มอบฉันทะให้ (นาย/นาง/นางสาว)..... เข้าร่วมการประชุมดังกล่าว
 Proxy to to attend the meeting.

- (3) ข้อมูลในการจัดส่ง Link และคู่มือการเข้าใช้งานระบบประชุม
 Please send the Link and Manual for attending the meeting via below email

อีเมล.....(โปรดระบุ)
 E-Mail Please fill in the blank.
 โทรศัพท์มือถือ.....(โปรดระบุ)
 Mobile Phone No. Please fill in the blank.

- (4) จัดส่งเอกสารและหลักฐานเพื่อยืนยันตัวตน สิ่งที่ส่งมาด้วยลำดับที่ 8 ภายในเวลา 17.30 น. ของวันที่ 17 เมษายน 2566
 Please submit the required document per an Attachment No. 8 by 5.30 p.m. of 17 April 2023

- (5) เมื่อได้รับการยืนยันตัวตน ผู้ให้บริการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์จะจัดส่ง Link สำหรับเข้าร่วมประชุมและวิธีการ
 เข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ
 Once you have verified, the service provider will send the Link and Manual for attending the meeting via
 your given email.

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขทะเบียนผู้ถือหุ้น และเลขบัตรประจำตัวประชาชนไว้สำหรับการเข้าร่วมประชุม
 Please prepare your Account No. and your Identification Card No. for log in to the meeting system.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder
 (.....)

Articles of Association of the Company relating to the Shareholders Meeting

Directors

Article 7. The Company's Board of Directors shall consist of at least 7 directors and not more than 15 directors, and not less than half of the total number of directors must have residence in the Kingdom.

The Directors to sign to bind the Company shall be at least two authorized directors who must sign jointly with the Company's seal affixed.

Article 9. In casting votes to appoint the directors, one shareholder shall have one vote for each share and shall exercise all the votes he has to appoint one or several persons as directors but may not divide his votes for any such person to any extent. The persons who receive the most votes shall be appointed as directors to the set number of directors in that election. In the event of equal votes among the persons last so appointed, making the number exceed the set number of directors in that election, the Chairman of the meeting shall have a casting vote.

Article 10. At the first general meeting after the registration of the Company and at the first general meeting in every subsequent year, one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third shall vacate their office. The Directors to retire in the first year after the registration of the Company shall be determined by lot drawing. For subsequent years, the directors who have been longest in office shall retire. If the number of directors who have been longest in office exceeds the number of directors to retire, the method of lot drawing among those who have been longest in office shall apply. The retiring directors may be re-elected.

Article 17. The Company's directors shall be entitled to receive remuneration for their performance of duties which are entertainment expense, salary, transportation expense and remuneration for meeting.

Article 18. Annual remuneration of the Directors shall be determined from time to time by the general meeting, and shall be allocated among the Directors as to be agreed upon among themselves.

Shareholders' Meeting

Article 19. The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the accounting period of the Company.

All other meetings shall be called the extraordinary meetings.

In this regard, the meeting of shareholders can be conducted by means via electronic media. Provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meeting of shareholders conducted by means via electronic media bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association.

Article 20. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at the any time, but the subject and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph two is not formed according to Article 23, the shareholders as prescribed under paragraph two shall be collectively responsible to the Company for expenses arising from such meeting.

Article 21. In summoning the shareholders' meeting, whether meeting at the same venue or via electronic media, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders not less than 7 days prior to the meeting. Publication of invitation of the meeting shall also be made in a newspaper for 3 consecutive days at least 3 days prior to the meeting.

If shareholders' meeting is conducted by means via electronic media. A notice of the meeting and supporting documents can be sent by email, provided that such notice and supporting documents shall be sent within the period and the notice of the meeting shall be published in the newspaper for the period prescribed in this paragraph. The Company shall keep the copy of the notice and supporting documents as evidence, which may be kept in the form of electronic data.

Article 22. Any shareholder who is unable to attend the meeting in person may appoint other *sui juris* person as his proxy to attend the meeting and vote on his behalf. The instrument appointing proxy shall be in the form prescribed by the Registrar and delivered to the Chairman or a person entrusted by the Chairman at the meeting venue before the proxy attends the meeting.

Article 23. In the shareholders' meeting, there must be shareholders and proxies (if any) at a number not less than 25 persons or not less than one-half of the total number of shareholders holding in the aggregate not less than one-third of the total number of shares sold to constitute a quorum.

Article 24. The Chairman of the Board of Directors shall preside over the shareholders' meeting. If the Chairman is not present or is unable to perform his duty, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman or the Vice-Chairman is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to preside over the meeting.

Account, Finance and Audit

Article 26. The accounting period of the Company shall commence on 1 January and end on 31 December every year. The Company shall cause its accounts to be made and kept and audited as required by laws.

Article 27. The Board of Directors shall prepare the balance sheet and profit and loss account with the items and meanings of items as provided by laws as at the last date of accounting period of the Company, and shall arrange for the auditor to complete auditing of the balance sheet and profit and loss account prior to submitting them to the annual general meeting of shareholders for consideration and approval.

Article 29. The Company must appropriate to a reserve fund, from the annual net profit at least 5 per cent of the annual net profit less the total accumulated losses brought forward (if any) until the reserve fund reaches an amount not less than 10 per cent of the registered capital.

Apart from the reserve fund as required by laws, the Board of Directors may consider the allocation of other kind of reserve fund as deemed appropriate.

Article 31. The auditor must not be a director, staff, employee or person holding any position in the Company. The auditor shall be appointed and the annual auditing fee shall be fixed by the annual general meeting. The auditor may be re-appointed in the following year.

If there is a vacancy on the position of the auditor, the Directors shall convene an extraordinary meeting of shareholders to appoint a replacement auditor.

Article 32. The Auditor shall have the duty to examine the accounts, documents and any other evidences pertaining to income, expenditure as well as assets and liabilities of the Company during the Company's working hours. In this regard, the auditor shall have the authority to inquire the Directors, staff, employee or person holding any position in the Company as well as the Company's agents and ask for their clarification of facts or delivery of documents and evidences pertaining to the operation of the Company.

The Auditor shall have the right to make clarification in writing for proposing to the shareholders' meeting, and shall have the duty to attend every shareholder's meeting where the balance sheet and profit and loss account and problems concerning the Company's accounts are to be considered in order to make clarification on the auditing to the shareholders. The Company shall also send to the auditor all reports and documents of the Company which should be received by the shareholders in such shareholders' meeting.

QR Code Downloading Procedures for the 56-1 One Report 2022

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 General Meeting of Shareholders and the 56- 1 One 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 show in Attachment No.2) 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

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.



บริษัท ฝาจีบ จำกัด (มหาชน)
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