



ZEN

Zen Corporation Group Public Company Limited



Invitation to the 2020 Annual General Meeting of Shareholders
Zen Corporation Group Public Company Limited

Monday 24 August 2020 at 10:00

The Ballroom, 3rd Floor, The Grand Fourwings Convention Hotel
333 Srinakarin Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240

Registration is open from 08.30

For quick registration, please bring the registration form with barcode printed along with you and show to the staff at registration counter on the meeting day.

In order to comply with the transparency policy in accordance with the guidelines of the regulatory authorities, the company will not give away gifts / souvenirs at general meeting of shareholders. However, the company has prepared snacks for shareholders or proxies who attend the meeting (1 set per person).

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ZEN CORPORATION GROUP PUBLIC COMPANY LIMITED
Invitation to the Annual General Meeting of Shareholders Year 2020

At Zen 2563-005.

22 July 2020

Subject: Invitation to the Annual General Meeting of Shareholders Year 2020

Dear Shareholders of Zen Corporation Group Public Company Limited

- Attachment
1. Copy of The Minutes of the 2019 Annual General Meeting of Shareholders
 2. Annual Report Year 2019 and Financial Statements for the fiscal year ending December 31, 2019 (in QR code format)
 3. The backgrounds of the persons nominated for election as director in place of those retiring by rotation
 4. Definition of Independent Director
 5. Backgrounds of the nominees to be appointed as new directors
 6. Company regulations (only for the meeting of shareholders)
 7. Procedures and Practices for attending the 2020 Annual General Meeting of Shareholders
 8. Proxy Form for the Annual General Meeting of Shareholders Year 2020
 9. Information of independent directors proposed by the company as proxies
 10. Guidelines for practice and measures to prevent infection and the spread of the novel coronavirus 2019
 11. Map showing the location of the Annual General Meeting of Shareholders Year 2020
 12. Registration Form (please bring on the meeting day)

The Board of Directors of Zen Corporation Group Public Company Limited has resolved to hold the Annual General Meeting of Shareholders 2020 on **Monday 24 August 2020 at 10:00** The Ballroom, 3rd Floor, The Grand Fourwings Convention Hotel 333 Srinakarin Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240, in order to consider various matters with the following agenda items:

Agenda 1 To acknowledge the Minutes of the 2019 Annual General Meeting of Shareholders

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| <u>Objectives and Reasons</u> | For shareholders to acknowledge the Minutes of the 2019 Annual General Meeting of Shareholders |
| <u>Opinion of the Board of Directors</u> | it is appropriate to propose to the shareholders' meeting to acknowledge (according to Attachment 1) |
| <u>Votes for approval</u> | This agenda is for acknowledgment. Therefore, no votes. |

Agenda 2 To consider and acknowledge the operating results for year 2019

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| <u>Objectives and Reasons</u> | According to Article 36 (1) of the Company's Articles of Association, the Annual General Meeting of Shareholders must acknowledge the report of the Board of Directors that represents the business of the Company in the previous year. The details shown as in Annual Report Year 2019 which represents the operating result of the year. |
| <u>Opinion of the Board of Directors</u> | it is deemed appropriate to report the operating results of the year 2019 to the shareholders' meeting for acknowledgment. |
| <u>Votes for approval</u> | <u>This agenda is for acknowledgment. Therefore, no votes.</u> |

Agenda 3 To consider and approve the consolidated and separate Financial Statements for the fiscal year ending December 31, 2019 and the Audit Report

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| <u>Objectives and Reasons</u> | According to the Public Limited Companies Act BE 2535 and the amendment of Article 112, the company must prepare the balance sheet and the annual profit and loss account at the end of the fiscal year of the company which has been audited by the auditor and propose to the shareholders at the Annual General Meeting of shareholders for approval. And according to the Company's Articles of Association No. 36 (2), the annual general meeting of shareholders shall consider approving the balance sheet and the profit and loss account. |
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The Company has prepared the Statement of Financial Position (balance sheet) and the income statement (profit and loss account) for the fiscal year ending December 31, 2019, which has been audited and certified unconditionally from the auditor, and passed the consideration of the Audit Committee, and to be presented at the annual general meeting of shareholders for approval with an overview as follows.

Unit : Thousand Baht

Transaction	Consolidated Financial Statement	Separate Financial Statement
Total Assets	2,044,124	1,660,082
Total Liabilities	610,048	200,432
Total Shareholders' Equity	1,434,076	1,459,650
Profit of the year attributable to owners of the parent	106,223	268,993
Total Comprehensive Income for the year	107,251	269,746
Basic Earnings per Share Attributable to Owners of the Parent (Baht)	0.36	0.92

Opinion of the Board of Directors It is appropriate to propose the statement of financial position (balance sheet) and the income statement (profit and loss account) for the fiscal year ending December 31, 2019, which has been audited by the auditor and passed the consideration of the Audit Committee to be approved by the Annual General Meeting of Shareholders.

Votes for approval This agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

Agenda 4 To approve the allocation of profit and dividend payment for the year 2019

Objectives and Reasons Under the Public Limited Companies Act BE 2535, amended Section 116, the Company must allocate a portion of the annual net profit as the reserve fund, not less than five percent of the annual net profit deducted by the loss carried forward (if any) until the reserve fund be no less than ten percent of the registered capital, unless the company has other regulations or laws which requires more reserve fund. And according to Article 36 (3) of the Company's Articles of Association, the Company shall propose to the Annual General Meeting of Shareholders to consider and approve the allocation of profits and dividend payment.

The Company has a policy to pay dividend to shareholders in the amount of not less than 50.0% of the net profit after deduction of corporate income tax, allocation of legal reserve and general reserve based on the Company's separate financial statement. In this regard, the board of directors of the Company may consider to pay a dividend different from the policy, and will consider factors for the benefit of shareholders such as the economic situation, business performance, financial status, financial liquidity, conditions of loan agreements etc. Furthermore the Board of Directors will consider asuitable dividend payment that will not significantly affect the normal business operations of the Company.

The company has annual profit according to the separate financial statements of the company for the fiscal year ending December 31, 2019, at the amounting of 269.7 million Baht and proposed to the Annual General Meeting of Shareholders to approve dividend payment for the operating result of the year 2019 in the amount of 60,000,000 Baht (at the rate of 0.20 Baht per share) by specifying the list of shareholders for the right to receive dividends (Record Date) on July 29, 2020 and the payment of dividends to shareholders on September 9, 2020. There is no need to allocate any additional reserve because the company has fully allocated a reserve as specified by law.

Opinion of the Board of Directors It is appropriate to propose to the Annual General Meeting of Shareholders to approve dividend payment for the operating result of the year 2019 in the amount of 60,000,000 Baht (at the rate of 0.20 Baht per share) by specifying the list of shareholders for the

right to receive dividends (Record Date) on Wednesday July 29, 2020 and the payment of dividends to shareholders on September 9, 2020. There is no need to allocate any additional reserve because the company has fully allocated as specified by law. However the right to receive the dividend of the company is still required to be approved by the 2020 Annual General Meeting of Shareholders.

Votes for approval

This agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

วาระที่ 5 To re-appoint 4 directors who retired by rotation in 2020

Objectives and Reasons

According to the Article 17 of the Company's Articles of Association, at every annual general meeting of shareholders the directors shall retire from office by one-third (1/3) of the number of directors at that time. If the number of directors cannot be divided by three exactly, then by the number closest to one third (1/3). Directors who are retired from office may be chosen to return to the position again.

The directors who must retire in the first and second years after the registration of the company will be random by drawing lots. For the following years, the longest serving directors will be retired from the position. And in accordance with Article 36 (4) of the Company's Articles of Association, the Annual General Meeting of Shareholders will choose new directors in place of those retiring by rotation.

In Annual General Meeting of Shareholders year 2020, there are 4 directors who are due to retire by rotation.

1. Mr. Boonyong Tansakul	Director
2. Mrs. Jotika Savanananda	Independent Director
3. Miss. Jomkwan Chirathivat	Director
4. Mr. Chittapon Vivaddhanakasem	Director

For the selection of directors, during the period between 25 September 2019 and 30 December 2019, the company announced on the company's website and news system of the Stock Exchange of Thailand that the company provided the rights for shareholders to nominate individuals who are considered to have appropriate qualifications in order to be considered as a director of the company at the 2020 annual general meeting of shareholders and no shareholder nominated a person to the company.

The Nomination and Remuneration Committee, of which the above directors are not members, has considered the nomination of suitable persons to propose to be elected as a director in place of the director who has to retire from the position policy and has agreed that all 4 the directors who have to resign from the position, which are Mr. Boonyong Tansakul, Mrs. Jotika Savanananda, Miss. Jomkwan Chirathivat, and Mr. Chittapon Vivaddhanakasem, are qualified persons. There are no qualifications forbidden to hold the position of director in accordance with the Public Limited Company Act BE 2535 and there is no prohibited characteristics according to the laws, regulations or rules of the relevant authorities. All are individuals with knowledge, ability, and experience that are beneficial to the business of the company. They have business ethics, vision, good attitude towards the organization, perform duties with responsibility, morality, ethics and honesty. In the past, all 4 people worked in full duty in the company and have been very beneficial for the company. They are appropriate to be directors of the company

Opinion of the Board of Directors

According to the second meeting of Board of Directors in 2020 on 24 February 2020, excluding directors who have an interest in this agenda, and through the screening process in accordance with the criteria for selection of directors the meeting resolved to propose to the Annual General Meeting of Shareholders for the year 2020 to consider and approve the re-election of the directors who retire by rotation to be the directors for another term. (Details according to the attachment No. 3)

Votes for approval

This agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

Agenda 6 To consider and approve the appointment of new director.

Objectives and reasons

In order to increase the efficiency of corporate governance of the company, The Board of Directors has agreed that it is appropriate to increase the number of the Company's Board of Directors from the original number of 10 persons to 11 persons and appoint one new director, Mr. Siruwat Chatchaval, to be a director of the Company (as shown in attachment No. 5).

For the selection of directors, during the period between 25 September 2019 and 30 December 2019, the company announced on the company's website and news system of the Stock Exchange of Thailand that the company provided the rights for shareholders to nominate individuals who are considered to have appropriate qualifications in order to be considered as a director of the company at the 2020 annual general meeting of shareholders and no shareholder nominated a person to the company.

The Nomination and Remuneration Committee has considered the selection of the suitable person for election as a director of the company by considering the policy, criteria and have opinionated to the Board of Directors that Mr. Siruwat Chatchaval has appropriate qualifications according to Public Limited Company Act BC 2535, the requirements of The Securities and Exchange Commission, The Stock Exchange of Thailand including a variety of knowledge and skills with experiences that is beneficial to the company.

Opinion of the Board of Directors

The Board of Directors has considered through the screening process in accordance with the criteria for the selection of directors and has the opinion that Mr. Siruwat Chatchaval has appropriate qualifications according to Public Limited Company Act BC 2535, the requirements of the Securities and Exchange Commission, the Stock Exchange of Thailand including a variety of knowledge and skills with experiences that is beneficial to the company. The Board of Directors agreed to propose to the shareholders' meeting for the year 2020 to consider and approve to increase the number of directors of the company and appoint Mr. Siruwat Chatchaval as a new director of the company.

Votes for approval

This agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

Agenda 7 To consider and approve the remuneration of directors for the year 2020

Objectives and Reasons

According to the amended Section 90 of the Public Limited Companies Act BE 2535 and the Article 22 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other forms of remuneration. As the shareholders' meeting will consider and vote with a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting, which may determine the remuneration of directors in a certain amount or put into specific criteria and will be scheduled from time to time or effective forever until the shareholders' meeting resolves to change otherwise. In addition, the directors are entitled to receive allowances and welfare according to the regulations of the Company and Articles 36 (5) to hold the annual general meeting of shareholders to consider the remuneration of directors. In this regard, the Nomination and Remuneration Committee proposed to the Board of Directors to approve the Annual General Meeting of Shareholders to consider the remuneration of the Board of Directors of the Company, including remuneration for directors in sub-committees for the year 2020.

Opinion of the Board of Directors it is appropriate to propose to the shareholders' meeting for approval the Remuneration for year 2020 as follows:

Comparison of the remuneration for the Board of Directors and Sub-Committees between 2019 and 2020

Remuneration	2020 (Proposed Year)		2019	
	Quarterly Remuneration (Baht / Quarter)	Meeting attendance Fee (Baht / Time)	Quarterly Remuneration (Baht / Quarter)	Meeting attendance Fee (Baht / Time)
1. Board of Directors				
- Chairman of the Board of Directors	60,000	40,000	60,000	40,000
- Non-executive Directors	40,000	25,000	40,000	25,000
2. Audit Committee				
- Chairman of Audit Committee	-	35,000	-	35,000
- Audit Committee Member	-	25,000	-	25,000
3. Executive Committee				
- Chairman of Executive Committee	-	35,000	-	35,000
- Executive Committee Member	-	25,000	-	25,000
4. Nomination and Remuneration Committee				
- Chairman of Nomination and Remuneration Committee	-	35,000	-	35,000
- Nomination and Remuneration Committee Member	-	25,000	-	25,000
5. Marketing and Sustainability Development Committee				
- Chairman of Marketing and Sustainability Development Committee	-	35,000	-	35,000
- Marketing and Sustainability Development Committee Member	-	25,000	-	25,000
6. Risk Management Committee				
- Chairman of Risk management Committee	-	35,000	-	35,000
- Risk management Committee Member	-	25,000	-	25,000
7. Remuneration for Executive Director	-	-	-	-
8. Quarterly remuneration and Meeting allowance totaling not more than	4,500,000		4,000,000	
9. Compensation and other benefits besides quarterly remuneration and meeting allowances	Annual performance bonus at the rate of 3% of dividend payment to shareholders in an amount not exceeding 2 million Baht and the Board of Directors has the authority to allocate the said bonus to the directors and commence to pay the director bonus in 2021		-None-	
10. Non-financial remuneration	-None-		-None-	

Requesting to be effective from the date of approval from the shareholders' meeting onwards

Votes for approval

This agenda must be approved by a vote of not less than 2-thirds of the total votes of the shareholders who attend the meeting.

Agenda 8 To appoint Company's auditor and its relevant auditing fee for the year 2020

Objectives and Reasons

According to the Public Limited Companies Act BE 2535, amended Section 120, The Annual General Meeting of Shareholders must appoint auditors and determine the amount of audit fee of the company every year. In the appointment of the auditor, the same auditor may be re-appointed. And Section 121 states that the auditor must not be a director, staff, employee or person holding any position in the company. The company's Article 36 (6) states that the annual general meeting of shareholders must consider the appointment of auditors and determine the amount of audit fees.

Opinion of the Board of Directors

should be proposed to the shareholders' meeting to approve changing the company's auditor, the key reason for the change is to circulate auditor, by canceling the services of Baker Tilly Audit and Advisory Services (Thailand) and appoint KPMG Phoomchai Audit Ltd. to be the auditor of the company for the year 2020 with the list of auditors as follows:

- 1) Mr. Thanit Osathalert, Certified Public Accountant Registration No. 5155 and / or
- 2) Miss Vilaivan Pholprasert, Certified Public Accountant Registration No. 8420 and / or
- 3) Mrs. Sasithorn Phongadisak, Certified Public Accountant Registration No. 8802

Any of the above persons may be the auditor and provide opinions on the financial statements of the company.

The remuneration for the auditor will be within the amount not exceeding 4,500,000.00 Baht which does not include other expenses that will occur during the service of the company (Out of Pocket Expense).

The auditors in the list proposed above do not have relationship or interest with the company, subsidiaries, executives, major shareholders or those related to the said person. In the event that the said auditor is unable to work, KPMG Phoomchai Auditing Company Limited will recruit another certified public accountant to work on their behalf.

In addition, if there are more subsidiaries or joint venture companies during the year, it is proposed that shareholders grant authorized power of attorney to the Board of Directors to be able to appoint an auditor and determine additional audit fees according to the Audit Committee's Approval.

Comparison of audit fees between year 2019 and 2020

List	Year 2020 (proposed year) KPMG Phoomchai Audit Ltd.	Year 2019 Baker Tilly Audit and Advisory Services (Thailand)	Decrease
Audit fee (Baht)	4,500,000	5,420,000	920,000
Service fee (Baht)	- None -	- None -	

Votes for approval

This agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

Agenda 9 To consider and approve the amendment of the Company's Articles of Association

Objectives and Reasons

As has been stipulated by the Royal Decree on Electronic Media Conferences B.E. 2020 and the announcement of the Ministry of Digital Economy and Society on Security standards for electronic conferencing 2020 which has set up the process, criteria and conditions for meetings via electronic media. Therefore, the Articles of Association of the company must be amended to comply with the relevant laws and announcements.

Opinion of the Board of Directors

Agreed to propose to the shareholders' meeting to approve the amendment to the Articles of Association to comply with the Royal Decree on Electronic Media Conferences B.E. 2020 and the announcement of the Ministry of Digital Economy and Society on Security standards for electronic conferencing 2020.

Current Version

Clause 24. At the Board of Directors' meeting, the quorum shall consist of not less than half (1/2) of the total number of directors and the Chairman shall act as the Chairman of Directors' meeting. In the case of the Chairman being absent or failing to perform his duties, the Vice-Chairman shall act as Chairman of the meeting. In the case of the Vice-Chairman being absent or failing to perform his duties, the directors attending the meeting shall elect one among themselves to be the Chairman of the meeting.

In each meeting of the Board of Directors, the Chairman of the meeting may require the Company's directors to participate in the meeting via electronic means, with at least one-third (1/3) of the quorum members present at the same meeting and all the directors attending the Meeting shall have a residence in Thailand at the time of the meeting.

The meetings held via electronic means under paragraph two shall have information security procedures with audio recording or video, as the case may be, for every director in the meeting throughout the duration of the meeting, including the computer traffic data from the said recording and a meeting control system shall be provided in accordance with relevant laws.

The directors who attend the Board of Directors' meeting through electronic means and according to the foregoing conditions shall be considered a quorum, and the said meeting of through the electronic means shall have the same effect as the meeting in accordance with the procedures provided in this law and the Regulations.

The decision of the Board of Directors shall be made by a majority of votes. One director has one (1) vote unless the directors having an interest in any matter have no right to vote on that matter, and in the case of an equality of votes, the Chairman of the meeting shall have an additional vote as a casting vote.

Clause 25. The Chairman or the assigned person shall call the meeting by sending the meeting invitation letter to the directors not less than seven (7) days before the meeting date except in case of necessary and urgent cases to preserve rights and benefits of the Company, whereby the notification shall be made by other methods, and may be sent less than seven (7) days before the meeting date.

In the absence of the Chairman being unable to perform his duty, the Vice-Chairman shall call the meeting.

In the absence of the Vice-Chairman or the Vice-Chairman being unable to perform his duty, any director shall call the meeting.

The meeting invitations and meeting documents to organize meetings submitted via electronic means may proceed according to the procedures and duration specified by the law or the meeting regulations or may be sent by electronic mail instead. However, it shall be submitted on time and advertised in the newspaper as required by law or the regulations.

Amended Version

Clause 24. At the Board of Directors' meeting, whether it be face-to-face or via electronic means, the quorum shall consist of not less than half (1/2) of the total number of directors and the Chairman shall act as the Chairman of Directors' meeting. In the case of the Chairman being absent or failing to perform his duties, the Vice-Chairman shall act as Chairman of the meeting. In the case of the Vice-Chairman being absent or failing to perform his duties, the directors attending the meeting shall elect one among themselves to be the Chairman of the meeting.

The decision of the Board of Directors shall be made by a majority of votes. One director has one (1) vote unless the directors having an interest in any matter have no right to vote on that matter, and in the case of an equality of votes, the Chairman of the meeting shall have an additional vote as a casting vote.

Clause 25. The Chairman or the assigned person shall call the meeting by sending the meeting invitation letter to the directors not less than seven (7) days before the meeting date except in case of necessary and urgent cases to preserve rights and benefits of the Company, whereby the notification shall be made by other methods, and may be sent less than seven (7) days before the meeting date.

In the absence of the Chairman being unable to perform his duty, the Vice-Chairman shall call the meeting.

In the absence of the Vice-Chairman or the Vice-Chairman being unable to perform his duty, any director shall call the meeting.

In the event that the Board of Directors' meeting is held via electronic means, meeting invitations and meeting documents may be sent via electronic mail and shall be sent out within the time period specified in the first paragraph. Copies of meeting invitations and meeting documents shall be also kept as evidence and may be kept in electronic format.

Current Version	Amended Version
<p>Clause 29. The Board of Directors’s meeting shall be held at least once every three (3) months at the province where the Company’s head office is located or in a nearby province or at any other location in Thailand. The date, time, and place shall be according to the Chairman’s responsibilities.</p>	<p>Clause 29. The Board of Directors’s meeting shall be held at least once every three (3) months at the province where the Company’s head office is located or in a nearby province or at any other location in Thailand. The date, time, and place shall be according to the Chairman’s responsibilities.</p> <p>In each Board of Directors’ meeting, the Chairman, may organize the meeting via electronic means, which shall comply with the current law or rules. The meeting shall have the same authority as a Board of Directors’ face-to-face meeting in accordance with the procedures provided in this law and the Regulation.</p>
<p>Clause 31. The Board of Directors shall arrange for the shareholders’ meeting to be an annual general meeting within four (4) months from the end of the Company’s fiscal year.</p> <p>Shareholders’ meetings other than the first paragraph shall be referred to as Extraordinary Meeting. The directors shall call a meeting, and the shareholders’ meeting is an extraordinary meeting any time as it deems appropriate.</p> <p>One or more shareholders holding shares totaling not less than ten (10) percent of the total number of shares sold may request the Board of Directors to call an extraordinary general shareholders’ meeting at any time, but shall clearly specify the matters and reasons for the request for the meeting. In this regard, the Board of Directors shall arrange a shareholders’ meeting within forty-five (45) days from the date of receiving the letter from the shareholder(s).</p> <p>In the event that the Board of Directors does not hold a meeting within a period of forty-five (45) days from the date of receipt of the letter from the shareholder(s), all the shareholders requesting or other shareholders with the required number of shares may call a meeting within forty-five (45) days from the expiry date of forty-five (45) days the Board of Directors shall arrange a shareholders’ meeting. In this regard, it shall be considered that the shareholders’ meeting called by the Board of Directors with the Company responsible for the necessary expenses arising from the arrangement of the meeting and appropriate facilities.</p> <p>In the event that the shareholders’ meeting is called by the shareholders under paragraph four at any time and the number of shareholders attending the meeting does not constitute a quorum as stipulated in Clause 33, the shareholders under paragraph four shall be jointly responsible for paying the Company for the expenses incurred from the arrangement of that meeting.</p>	<p>Clause 31. The Board of Directors shall arrange for the shareholders’ meeting to be an annual general meeting within four (4) months from the end of the Company’s fiscal year.</p> <p>Shareholders’ meetings other than the first paragraph shall be referred to as Extraordinary Meeting. The directors shall call a meeting, and the shareholders’ meeting is an extraordinary meeting any time as it deems appropriate.</p> <p>One or more shareholders holding shares totaling not less than ten (10) percent of the total number of shares sold may request the Board of Directors to call an extraordinary general shareholders’ meeting at any time, but shall clearly specify the matters and reasons for the request for the meeting. In this regard, the Board of Directors shall arrange a shareholders’ meeting within forty-five (45) days from the date of receiving the letter from the shareholder(s).</p> <p>In the event that the Board of Directors does not hold a meeting within a period of forty-five (45) days from the date of receipt of the letter from the shareholder(s), all the shareholders requesting or other shareholders with the required number of shares may call a meeting within forty-five (45) days from the expiry date of forty-five (45) days the Board of Directors shall arrange a shareholders’ meeting. In this regard, it shall be considered that the shareholders’ meeting called by the Board of Directors with the Company responsible for the necessary expenses arising from the arrangement of the meeting and appropriate facilities.</p> <p>In the event that the shareholders’ meeting is called by the shareholders under paragraph four at any time and the number of shareholders attending the meeting does not constitute a quorum as stipulated in Clause 33, the shareholders under paragraph four shall be jointly responsible for paying the Company for the expenses incurred from the arrangement of that meeting.</p> <p>The shareholder’s meeting under the first and second paragraph may be held via electronic means and shall comply with the procedures provided in the current law or rules or the relevant laws or regulations mutatis mutandis and the meeting shall have the same effect as the shareholder’s face-to-face meeting in accordance with the procedures provided in this law and the Regulation.</p>

Current Version

Clause 32. In calling the shareholders' meeting, the Board of the Directors shall prepare a written notice specifying the location, date, time, regulations, meeting agenda, and matters to be proposed to the meeting with appropriate details and clearly specifying whether the matter is to be proposed for acknowledgment, for approval, or for consideration, as the case may be, including the Board of the Directors' opinion on the said matter and send it to the shareholders and the registrar not less than seven (7) days before the meeting date. The notice of the meeting shall be published in a newspaper not less than three (3) days before the meeting date and for at least three (3) days.

The meeting venue shall be in the province where the Company's head office is located or anywhere else in Thailand, as the Board of Directors may prescribe.

Clause 33. At the shareholders' meeting, the quorum shall consist of at least twenty-five (25) shareholders and proxies (if any) present at the meeting or not less than half (1/2) of the total number of shareholders and the total number of shares shall not be less than one-third (1/3) of the total number of shares sold.

At any shareholders' meeting, after one (1) hour of the appointed time, if the number of shareholders attending the meeting does not constitute a quorum as specified in paragraph one and the shareholders' meeting is called at the request of the shareholders, the meeting shall be canceled.

If the meeting is not called at the request of the shareholders, the meeting shall be rearranged, and in this case, the meeting notice shall be sent to the shareholders not less than seven (7) days before the meeting date. In the latter meeting, the quorum is not required.

Clause 34. The Chairman shall be the Chairman of the shareholders' meeting. In the event that the Chairman is not present at a meeting or unable to perform his duty, the Vice-Chairman shall be the Chairman of the meeting. If there is no Vice-Chairman or the Vice-Chairman is not present at the meeting or unable to perform his duty, the meeting shall select one of the shareholders who attend the meeting to be the Chairman of the meeting.

Clause 35. In voting at the shareholders' meeting, one (1) share shall be equal to one (1) vote, and if any shareholder has a special interest in any matter, that shareholder has no right to vote on that matter. Aside from election for directors, resolutions of the shareholders' meeting shall consist of the following votes:

Amended Version

Clause 32. In calling the shareholders' meeting, the Board of the Directors shall prepare a written notice specifying the location, date, time, regulations, meeting agenda, and matters to be proposed to the meeting with appropriate details and clearly specifying whether the matter is to be proposed for acknowledgment, for approval, or for consideration, as the case may be, including the Board of the Directors' opinion on the said matter and send it to the shareholders and the registrar not less than seven (7) days before the meeting date. The notice of the meeting shall be published in a newspaper not less than three (3) days before the meeting date and for at least three (3) days.

If any shareholder's meeting is hosted via electronic means, meeting invitations and meeting documents may be sent via electronic mail and shall be sent out and advertised in the newspaper within the period specified above. Copies of meeting invitations and meeting documents shall be also kept as evidence and may be kept in the form of electronic data.

The meeting venue shall be in the province where the Company's head office is located or anywhere else in Thailand, as the Board of Directors may prescribe.

Clause 33. At the shareholders' meeting, whether face-to-face or via electronic means the quorum shall consist of at least twenty-five (25) shareholders and proxies (if any) present at the meeting or not less than half (1/2) of the total number of shareholders and the total number of shares shall not be less than one-third (1/3) of the total number of shares sold.

At any shareholders' meeting, after one (1) hour of the appointed time, if the number of shareholders attending the meeting does not constitute a quorum as specified in paragraph one and the shareholders' meeting is called at the request of the shareholders, the meeting shall be canceled.

If the meeting is not called at the request of the shareholders, the meeting shall be rearranged, and in this case, the meeting notice shall be sent to the shareholders not less than seven (7) days before the meeting date. In the latter meeting, the quorum is not required.

Clause 34. The Chairman shall be the Chairman of the shareholders' meeting, whether face-to-face or via electronic means. In the event that the Chairman is not present at a meeting or unable to perform his duty, the Vice-Chairman shall be the Chairman of the meeting. If there is no Vice-Chairman or the Vice-Chairman is not present at the meeting or unable to perform his duty, the meeting shall select one of the shareholders who attend the meeting to be the Chairman of the meeting.

Clause 35. In voting at the shareholders' meeting, whether face-to-face or via electronic means one (1) share shall be equal to one (1) vote, and if any shareholder has a special interest in any matter, that shareholder has no right to vote on that matter. Aside from election for directors, resolutions of the shareholders' meeting shall consist of the following votes:

Current Version	Amended Version
<p>(1) In normal cases, it shall be subject to a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are equal, the Chairman of the meeting shall have an additional vote as a casting vote.</p> <p>(2) In the following cases, the votes shall not be less than three-quarters (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote.</p> <p>(2.1) Sales or transfer of all or essential parts of the Company's business to other parties</p> <p>(2.2) Purchase or obtaining a transfer of business from a private company or other public companies to belong to the Company</p> <p>(2.3) Preparation, amendment, or termination of the agreement(s) relating to the leasing of all or essential parts of the Company's business, and assigning any other person to manage the Company's business or a merger with other parties for the purpose of sharing profit and loss.</p> <p>(2.4) Amendment of the memorandum or the Regulations of the Company</p> <p>(2.5) Increasing or decreasing the registered capital of the Company</p> <p>(2.6) Dissolution</p> <p>(2.7) Issuance of corporate debentures</p> <p>(2.8) Merger of companies with other companies</p> <p>(2.9) Other actions, as provided by law, to receive a vote of not less than three-quarters (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.</p>	<p>(1) In normal cases, it shall be subject to a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are equal, the Chairman of the meeting shall have an additional vote as a casting vote.</p> <p>(2) In the following cases, the votes shall not be less than three-quarters (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote.</p> <p>(2.1) Sales or transfer of all or essential parts of the Company's business to other parties</p> <p>(2.2) Purchase or obtaining a transfer of business from a private company or other public companies to belong to the Company</p> <p>(2.3) Preparation, amendment, or termination of the agreement(s) relating to the leasing of all or essential parts of the Company's business, and assigning any other person to manage the Company's business or a merger with other parties for the purpose of sharing profit and loss.</p> <p>(2.4) Amendment of the memorandum or the Regulations of the Company</p> <p>(2.5) Increasing or decreasing the registered capital of the Company</p> <p>(2.6) Dissolution</p> <p>(2.7) Issuance of corporate debentures</p> <p>(2.8) Merger of companies with other companies</p> <p>(2.9) Other actions, as provided by law, to receive a vote of not less than three-quarters (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.</p>

Votes for approval This agenda must be approved by a majority votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 10 To consider other matters (if any)

The Company sets the list of shareholders who are eligible to attend the Annual General Meeting of Shareholders of year 2020 (Record Date) on Wednesday 29 July, 2020.

Therefore, the Company would like to invite the shareholders to attend the meeting according to the date, time and place mentioned above and in order for the registration to attend the general meeting of shareholders to proceed as convenient and fast as possible, the company would like the shareholders or proxies to bring the registration form (as detailed in Attachment No. 12) and / or the proxy form that the company has attached to this along with proof of identity in attending the meeting to show to the company staff on the meeting date.

According to the company preparing the annual report in the form of QR code, if shareholders wish to request the annual report year 2018, please inform the name-surname with details of the delivery location by sending to the company secretary at email: corporatesecretary@zengroup.co.th

Yours sincerely



(Mr. Boonyong Tansakul)
Director



Yours sincerely



(Miss. Jomkwan Chirathivat)
Director

Note

1. If the shareholders have any questions or wish to know the information related to the agenda, can send questions in advance to the company via the company secretary, E-mail: corporatesecretary@zengroup.co.th or by fax 0-2019 -5000

Copy of The Minutes of the 2019 Annual General Meeting of Shareholders
Minutes of the 2019 Annual General Meeting of Shareholders
Zen Corporation Group Public Company Limited (“the Company”)

Date, time, and place of the Meeting

The 2019 Annual General Meeting of Shareholders (the “Meeting”) was convened on 29 April 2019, at 10:00 a.m., at The Grand Fourwings Convention Hotel, 333 Srinakarin Road, Huamark, Bangkok, Bangkok

Directors attending the meeting

- | | | |
|----|-------------------------------|--|
| 1. | Mr. Paitoon Taveebhol | Chairman of the Board of Directors / Independent Director |
| 2. | Mr. Sakkanon Chirathivat | Vice Chairman of the Board of Directors /
Nomination and Remuneration Committee |
| 3. | Mr. Prawit Kijpaisalrattana | Independent Director / Chairman of the Audit Committee / Chairman of
Nomination and Remuneration Committee |
| 4. | Mrs. Jotika Savanananda | Independent Director / Audit Committee / Nomination and Remuneration
Committee |
| 5. | Mr. Wilert Puriwat | Independent Director / Chairman of the Corporate Governance
and Social Responsibility Committee / Audit Committee |
| 6. | Mr. Boonyong Tansakul | Director / Chairman of the Risk Management Committee / Chairman of the
Executive Committee / Chief Executive Officer |
| 7. | Miss Jomkwan Chirathivat | Director / Risk Management Committee / Corporate Governance and Social
Responsibility Committee / Executive Committee |
| 8. | Mr. Chittapon Vivaddhanakasem | Director / Corporate Governance and Social Responsibility Committee |
| 9. | Mr. Steven David Halliday | Director |

Nine directors attended the meeting, representing 100 percent of the total number of directors.

Auditor of the company attending the meeting

- | | | |
|----|------------------------------|--|
| 1. | Mr. Aphichart Sayasit | Baker Tilly Audit and Advisory Services (Thailand) Co., Ltd. |
| 2. | Miss Waleerat Akkarasrisawad | Baker Tilly Audit and Advisory Services (Thailand) Co., Ltd. |

Management Present

- | | | |
|----|---------------------------|-------------------------|
| 1. | Mrs. Yupaphan Ekasittikul | Chief Financial Officer |
| 2. | Miss. Oraya Uesakul | Corporate Secretary |

Host

1. Miss. Sita Phothipiphit

The meeting starts at 10:00 am

The host welcomed the shareholders into the 2019 Annual General Meeting of Shareholders of Zen Corporation Group Public Company Limited and opened a video to introduce the company. After that, she informed the meeting agenda and clarified the voting criteria for shareholders to acknowledge as follows:

1. The shareholder meeting must have shareholders attending the meeting in person or by proxy from the shareholders at least twenty-five (25) shareholders or not less than half (1/2) of the number of total shareholders and the attending shareholders must together hold at least one-third (1/3) of the total company shares in order to constitute a quorum.

2. In voting at the shareholders' meeting, one share is entitled to one vote, and for any shareholder who has a special interest in any matter that shareholder has no right to vote on that matter.
3. Resolution of shareholder voting in various agendas are as follows:
 - (1) Resolution in Agenda 1, Agenda 3, Agenda 4, Agenda 5, Agenda 6 and Agenda 8 must be approved with a majority vote of shareholders attending and votes. The votes counted only agree and disagree.
 - (2) Resolution in agenda 7 must be approved with votes of not less than two-thirds of the total votes of the shareholders attending the meeting.
 - (3) If the votes are equal in any agenda, the chairman of the meeting shall vote as a decisive vote.
4. The counting of votes will use information from the shareholders' ballots. The Company will use the method of deducting votes of shareholders who disagree and abstain from all votes of shareholders attending the meeting and having the right to vote. If the shareholders disagree and abstain in any agenda, please sign on the ballot and raise your hand to allow staff to collect ballots.
5. Notification of voting results will specify the vote of approved, disapproved, abstain and the voided ballot.
6. For the agenda to consider and approve the appointment of directors who are retired by rotation, the Company has stipulated that shareholders vote for each director individually.
7. Directors holding shares of the Company in private, will not exercise the right to vote in the agenda that the director has a special interest except voting for election of directors.
8. During the meeting, if shareholders have questions, they could raise their hands and wait for the chairman of the meeting to allow them to make inquiries. Before making inquiries, shareholders shall provide their name and surname clearly in order to be recorded correctly in the meeting minutes.
9. Ballots that meet one of the following conditions will be considered a voided ballot:
 - (1) Vote more than 1 choice
 - (2) Edit the vote but not signed
 - (3) Complete choice but not signed
 - (4) Vote and sign the ballot with a pencil
 - (5) There is a separate vote (except custodians)

For transparency of vote counting for various agendas, the MC asked the meeting whether any shareholder wished to be a shareholder representative to participate in the counting of votes at the counting point in this shareholders' meeting. There is no shareholder who wishes to act as a representative to observe the vote counting.

MC introduced the directors, corporate secretary and the auditor to the meeting according to the names mentioned above and informed the quorum that according to public law and the company's articles of association specify the quorum that the shareholder meeting must have shareholders attending the meeting in person or by proxy from the shareholders attending the meeting, not less than 25 persons or not less than half of the total shareholders and cumulative shares not less than one third of the registered capital of the company (not less than 100,000,000 shares) in order to complete a quorum.

There were 497 shareholders attending the meeting in person and by proxy, representing 252,431,416 shares or 84.14 percent of the paid-up shares which is a quorum in accordance with the law and the company's articles of association.

MC invited the Chairman of the Meeting to open the Annual General Meeting of Shareholders for the year 2019 of Zen Corporation Group Public Company Limited and proceed the meeting agenda. There were 9 shareholders and proxies holding 236,900 shares, joined the meeting and voted after the meeting started.

Mr. Paitoon Taveebhol, Chairman of the Board of Directors acting Chairman of the Meeting opened the meeting to consider various agendas of the company as follows:

Agenda 1 To consider and certify the minutes of Annual General Meeting of Shareholders of Zen Corporation Group Public Company Limited No.1 Year 2018.

The Chairman proposed the Meeting to consider and certify the minutes of the Annual General Meeting of Shareholders of Zen Corporation Group Public Company Limited No. 1, Year 2018, which was held on 24 October 2018. The copy of the said minutes was sent to shareholders together with the notice of the meeting as detailed in attachment 1 of the notice.

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions. The shareholders expressed their opinions as follows:

Khun Wasan Phongputthamon, a shareholder, commented that at present, it is not necessary for the shareholders to certify the minutes and an acknowledgment is sufficient. In addition, he requested to record questions and answers in the minutes of the meeting, attached with the notice for the next meeting.

The Chairman explained that the previous general meeting of shareholders was a meeting before the company being listed on the Stock Exchange of Thailand which the agenda needs to be done in accordance with the law, therefore, there are no questions and answers in the minutes. However, questions and answers will be recorded in minutes of this meeting. Due to this shareholders' meeting being the first meeting after being listed on the SET, the company will propose to the meeting to certify the minutes. For next year, the annual general meeting of shareholders will only acknowledge the minutes of the meeting or the company may not present this agenda because the company will submit the minutes of the shareholders' meeting to the SET and upload to the company's website so shareholders will be able to read and comment to correct the minutes if needed.

The meeting did not amend the minutes. The Chairman asked the meeting to approve the minutes of the Annual General Meeting of Shareholders No. 1, Year 2018.

Resolution of the Meeting

The meeting resolved to approve the minute of the Annual General Meeting of Shareholders of Zen Corporation Group Public Company Limited No.1 Year 2018, held on October 24, 2018 by the majority vote of shareholders who attended and casted their votes as follows:

Approved	252,633,816	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Voided Ballot	0	Votes		
Abstained	0	Votes		

Agenda 2 To consider and acknowledge the operating results for year 2018

The Chairman invited Khun Boonyong Tansakul, Chief Executive Officer, to report the Company's operating results for the year 2018 to shareholders. Khun Boonyong Tansakul reported the Company's performance for the year 2018 as follows.

1. Significant changes and developments of the company since 1991. The company has developed new restaurant brands, continuously expanding restaurant branches both domestically and internationally. At present, the company has a total of 12 brands, including 1) Zen 2) Aka 3) On the Table 4) Sushi Cyu 5) Tetsu 6) Musha 7) Tummour 8) Laos Yuan 9) Jaew Hon 10) Pho 11) De Tummour and 12) Khiang

2. The main business of the company is divided into 3 business groups, namely 1) restaurant business 2) franchise business and 3) business related to restaurant business, which is food retail business, food delivery and catering, and restaurant management and restaurant advisory services. In order to meet the needs of consumers by using the knowledge of the company to maximize benefits for increasing of distribution channels and revenue growth

3. In year 2018, the company had revenue of 2,965 million Baht which grew from year 2017 at 17.9 percent from the good performance of the restaurant business and franchise business. The company had a profit of 140 million Baht, which grew from the year 2017 at 71 percent and the net profit margin increased from 3.3% in 2017 to 4.7% in 2018.

4. In the year 2018, there were 42 new branches opened, most of which are franchises of Thai brands.

The Chairman provide an opportunity to the shareholders to ask questions and express their opinions. There were questions and comments from shareholders as follow:

Khun Satis Borvonsitthisut, proxies from the Thai Investors Association, asked about the risks of the company's business and good governance policy or anti-corruption policy of the company.

Chief Executive Officer explained that the risks of the business of the company are as follows:

1. The risk of staff turnover is quite high and wages were likely to increase. At present, the company had bilateral projects with educational institutions to allow students to work with the company for a period of 6 months to 3 years for continuous standardized operations training. The company was able to recruit the student to be employee of the company after completed the project.

2. Risk from business concentration, formerly, the company's Japanese restaurant business is mostly in the shopping center which causes a slow expansion due to the potential small number of new shopping centers. However, after buying Thai food business, the company can open stores outside the shopping centers and open in discount stores in Bangkok and upcountry. As a result, businesses were not concentrated in Bangkok and can expand the customer base to cover top, middle, and bottom customer groups.

3. In addition, the company developed new investment model with a small amount of investment in order to easily expand. In addition, the company will expand into gas stations to diversify the risk of concentration. The company will expand using franchise model for areas that the company is not ready to open.

The Company had a Risk Management Committee and an experienced internal audit operation. The company also had independent directors with knowledge and skills in risk management. In addition, the company has regularly reviewed the risks of the company business.

Chairman of the Corporate Governance and Social Responsibility Committee clarified about the corporate governance policy of the company as follows:

The company has a Corporate Governance and Social Responsibility Committee to continuously supervise the corporate governance of the company including supervising the compliance with various rules and regulations. In addition, the company has activities to provide support to society, whether it is activities to help manufacturers or farmers from upstream to downstream. The company had corporate governance policy to cover both inside and outside the organization and allow employees to make complaints in cases of unfairness.

Therefore, the company had confidence that it had a very good corporate governance.

The Chairman further explained that the company has continuously implemented anti-corruption and has been certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC) in August 2018 before being listed on the Stock Exchange of Thailand.

Khun Wasan Phongputthamon, a shareholder, inquired as follow:

1. Sales of the company for the year 2015 - 2018 continue to grow why the net profit has decreased during 2016 - 2017?

The Chairman explained that the operating results of the previous year from 2018 would be answered in agenda 9.

2. What is the plan for branch expansion in 2019? How much was the increasing rate of revenue? Would the company have income from other businesses such as logistics?

Chief Executive Officer clarified that in the year 2019, the company plans to expand the branch with a focus on Thai brands. From historical data, the company's revenue grew by more than 10 percent per year because the company has improved the system and operation management. Currently, the company does not have income from Logistic. The company has outsourced to HAVI Logistics (Thailand) Co., Ltd. to carry out logistic operations for the company.

Resolution of the Meeting The Meeting acknowledged the Company's operating results for the year 2018 as proposed. This agenda was reporting for the meeting's acknowledgement, therefore there was no vote casting.

Agenda 3 To consider and approve the consolidated and separate financial statements of the Company Ended December 31, 2018 and the auditor's report

The Chairman invited the Chief Executive Officer to present this agenda to the shareholders. The Chief Executive Officer proposed to the meeting that according to the Company's Articles of Association No. 36 (2), the annual general meeting of shareholders shall consider approving the balance sheet and profit and loss statement. The Company has prepared a statement of financial position (balance sheet) and income statement (Profit and Loss statement) for the year ended 31 December 2018 which has been audited and certified unconditionally by the auditor and passed the consideration of the Audit Committee and the Board of

Directors. He proposed to the annual general meeting of shareholders for approval of the company's 2018 financial statement and explained an overview of financial position as follows:

Unit: Thousand Baht

	Consolidated Financial Statements	Separate Financial Statements
Total assets	1,563,986	1,076,440
Total liabilities	1,095,373	741,929
Total equity	468,613	334,510
Net profit (portion of the company)	140,215	97,131
Total comprehensive income	142,352	98,506
Earnings per share (Baht)	0.86	0.60

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions. The shareholders expressed their opinions as follows:

Khun Satis Borvonsitthisut, Proxies from the Thai Investors Association, asked as below:

1. There is a large amount of Liabilities shown in the financial statements so he would like to know the ratio of interest-bearing debt and non-interest-bearing debt, the funding cost of the company and if it will affect profit of the company in the future or not.

The Chairman explained that the cost of funds of the company is at the market rate. The debt ratio of the company has been reduced due to the company repaying the debt using the IPO funds, one of the purposes of using the IPO funds specified in the prospectus. Therefore, the total liabilities and interest of the company had decreased.

2. How will the impact of the new Labor Act affect the company's labor costs?

The Chairman explained that the new Labor Act protects workers who worked with the company at least 20 years. Although the company has more than 3 thousand employees, most of employees had the employment age less than 20 years, so there is no impact on the company.

Khun Wasan Phongphutthamon, a shareholder, inquired about the cash flow statement as follows:

1. Requesting explanations of items that are very different between 2018 and 2017, namely 1) loss (profit) from selling fixed assets decreased from the amount of nine million Baht in year 2017 to seven hundred thousand Baht in 2018 and 2) loss (Profit) from the write-off of inventories increased from the amount of more than 400,000 in 2017 to 1 million Baht in 2018.

Chief Financial Officer clarified that item 1) was caused by write-off of fixed assets resulting from branch closing and item 2) caused by more sales resulting in more write-off stock in Baht.

2. What is the allowance for deteriorated inventories and the numbers of Standalone branches?

The Chairman explained that normally the stock which were bad quality or expired, the company will set the allowance for impairment as the valuation, but the stock was still existing. The company had a small number of standalone branches and most of them are experimental new models.

The meeting had no additional questions. The Chairman then asked the meeting to vote.

Resolution of the Meeting

The meeting acknowledged the Company's performance for the year 2018 and approved the consolidated and separate Financial Statements for the fiscal year ending December 31, 2018 by the majority vote of shareholders who attended and casted their votes as follows:

Approved	252,668,316	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Voided Ballot	0	Votes		
Abstained	0	Votes		

Agenda 4 To consider and approve the appropriation of profit for the year 2018 and acknowledge the interim dividend Payment

The Chairman invited the Chief Executive Officer to present this agenda to the shareholders. The Chief Executive Officer presented to the meeting that In accordance with the Public Limited Companies Act BE 2535, amended Section 116, the Company must allocate a portion of its annual net profit as a legal reserve in the amount of not less than five percent of annual net profit deducted with accumulated loss brought forward (if any) until this reserve is not less than ten percent of the registered capital unless the company's Article of Association or other laws requiring more reserves. According to Article 36 (3) of the Company's Articles of Association, it required the company to propose to the ordinary shareholders' meeting to consider approving the allocation of profit and dividend payment.

The company has annual profit according to the financial statements of the company for the year ended December 31, 2018 in the amount of 97.13 million Baht and during the year the board of directors approved the appropriation of profit as legal reserve in the amount of 15.94 million Baht which makes the legal reserve in full amount. In addition, the Board of Directors approved the payment of interim dividend from retained earnings and profit of year 2018 at the rate of 7.15 Baht per share, totaling 195.47 million Baht, by paying interim dividend on September 3, 2018 at the rate of 6.70 Baht per share, totaling 94.22 million Baht. The remaining retained earnings of 1.18 million Baht is reserved for working capital of the company.

The company also paid the interim dividend on January 21, 2019 at the rate of 0.45 Baht per share, totaling 101.25 million Baht. The Board of Directors passed a resolution to propose to the shareholders' meeting to consider acknowledging the payment of such interim dividends to shareholders and consider approving no dividend payment for the fourth quarter of 2018 performance

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions. The shareholders expressed their opinions as follows:

Khun Wasan Phongphutthamon, shareholder, inquired as below:

1. Approval of payment of interim dividends which already paid before being listed on the Stock Exchange of Thailand was not related to shareholders at the meeting today. The shareholders' approval of the interim dividend payment might not comply with law.

Corporate Secretary provided additional information that this agenda was divided into 2 issues: (1) considering acknowledgment of interim dividend payment, which according to the law stipulates that if there is an interim dividend payment, the company must report to the shareholders' meeting for acknowledgment and (2) consider approving no dividend payment for the fourth quarter of 2018 performance.

2. The consolidated financial statements of the company still had accumulated losses so was the company able to pay interim dividends?

Chief Financial Officer clarified that the dividend payment is normally paid from the subsidiary company to the parent company which will be in the separate financial statements of the company. If the separate financial statements of the company still had profit, the company can pay dividends. The accumulated loss of consolidated statements caused from some subsidiaries had losses.

The meeting had no additional questions. The Chairman then asked the meeting to vote.

Resolution of the Meeting

The meeting resolved to approve the appropriation of profit of the company for the fiscal year ending December 31, 2018 as a legal reserve in the amount of 15.94 million Baht and acknowledged the interim dividend payment to the shareholders at the rate of 7.15 Baht per share, in the total amount of 195.47 million Baht, and approved no dividend payment for the fourth quarter operating results of year 2018. which is set aside for working capital of the company by the majority vote of shareholders who attended and casted their votes as follows:

Approved	252,668,312	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Voided Ballot	0	Votes		
Abstained	4	Votes		

Agenda 5 To consider and approve the appointment of the Company's auditors and determine the auditor's remuneration for the year 2019

The Chairman invited the Chairman of the Audit Committee to present this agenda to the shareholders. The Chairman of the Audit Committee presented to the meeting that in order to comply with the Public Company Limited Act BE 2535, amendment to Section 120, the annual general meeting of shareholders shall appoint an auditor and determine the amount of the audit fee of the company in every year. For the appointment of the auditor, the same auditor may be re-appointed.

In addition, Section 121 stipulates that the auditor must not be a director, staff, employee or any person holding any position in the company and the Company's Articles of Association Article 36 (6) required the annual general meeting of shareholders to consider the appointment of auditors and determine the amount of the audit fee. The Board of Directors resolved to propose to the shareholders' meeting to approve the appointment of auditors from Baker Tilly Audit and Advisory Services (Thailand) Co., Ltd. as the auditor of the company for the year 2019 as follows:

1. Miss Wimon Srichongudomsombat, Auditor license registration number 3899 and / or
2. Mr. Apichat Sayasit, Auditor license registration number 4229 and / or
3. Miss Waleerat Akkarat Srisawat, Auditor License No. 4411

Moreover, as per the Audit Committee and the Board of Directors consideration and approval, the Board of Directors resolved to propose to the shareholders' meeting to consider approving the audit fee of the Company and its subsidiaries totaling of 5,420,000 Baht (five million four hundred twenty thousand Baht) which did not include any out of Pocket Expense incurred during the service provided to the Company.

In addition, if there are more subsidiaries or joint venture companies, shareholders authorized power of attorney to the Board of Directors to be able to appoint an auditor and determine additional audit fees.

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions. The shareholders expressed their opinions as follows:

Khun Satis Borvonsitthisut, Proxies from the Thai Investors Association, asking that how much the audit fee last year and the increasing rate for this year.

Chairman of the Audit Committee clarified that last year, the company paid the auditor fee of 4.92 million Baht. This year, the remuneration increased by 10%, which was suitable for the number of branches and the increasing work volume.

The meeting had no additional questions. The Chairman then asked the meeting to vote.

Resolution of the Meeting

The meeting resolved to approve the appointment of

1. Miss Wimolsri Jongudomsombut, Auditor license registration number 3899 and / or
2. Mr. Aphichart Sayasit, Auditor license registration number 4229 and / or
3. Miss Waleerat Akkarasrisawat, Auditor license registration number 4411

From Baker Tilly Audit and Advisory Services (Thailand) Co., Ltd. as the auditor of the company for the year 2019 and approved the audit fee of the Company and its subsidiaries totaling of 5,420,000 Baht (five million four hundred twenty thousand Baht) which did not include the out-of-pocket incurred during the service provided to the Company and authorized power of attorney to the Board of Directors to be able to appoint an auditor and determine additional audit fees if there are additional subsidiaries or joint venture companies by the majority vote of shareholders who attended and casted their votes as follows:

Approved	247,870,716	Votes	equivalent to	98.1012
Disapproved	4,797,600	Votes	equivalent to	1.8988
Voided Ballot	0	Votes		
Abstained	0	Votes		

Agenda 6 To consider the appointment of directors to replace of those who will retire by rotation in the year 2019

The Chairman invited the Chairman of the Corporate Governance and Social Responsibility Committee to present this agenda to the shareholders. The Chairman of the Corporate Governance and Social Responsibility Committee presented to the meeting that according to the Company's Articles of Association, Article 17, at every annual general meeting of shareholders, the directors shall retire by one-third (1/3) of the total numbers of directors and a retired director may be re-elected. Moreover, according to Article 36 (4) of the Company's Articles of Association, it required that the annual general meeting of shareholders consider the election of new directors in place of those retiring by rotation. In the 2019 Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation as follow:

1. Mr. Paitoon Taveebhol, Chairman of the Board of Directors / Independent Director
2. Mr. Sakkanon Chirathivat, Vice Chairman of the Board of Directors / Nomination and Remuneration Committee
3. Mr. Prawit Kijpaisalrattana, Independent Director / Chairman of the Audit Committee / Chairman of Nomination and Remuneration Committee

To promote good corporate governance of the company, the Chairman of the Corporate Governance and Social Responsibility Committee Invited the 3 retiring directors to leave the meeting room until the vote on this agenda was completed.

The Chairman of the Corporate Governance and Social Responsibility Committee presented to the meeting that Nomination and Remuneration Committee (The involved directors were not participate in this consideration) had considered nominating the right person to propose to be elected as a director in place of the director who has to retire from the position by considering the policy, criteria, and has proposed to the Board of Directors that the directors who have to retire from positions 3 persons, who were Mr. Paitoon Taveebhol, Mr. Sakkanon Chirathivat and Mr. Prawit Kijpaisalrattana, were qualified persons and no prohibited qualifications in the position of director under the Public Company Limited Act, BE 2535 and had no prohibited characteristics according to the laws, regulations or rules of the relevant authorities.

All of them had knowledge, ability, and experience that are beneficial to the business of the company. Moreover, they had business ethics, vision, good attitude towards the organization and perform duties with responsibility, morality, ethics, honesty. In the past, all of them worked in full duty in the company creating a lot of benefits for the company. All of them were appropriate to be directors of the company and the Board of Directors Meeting No. 2/2562 on February 28, 2019, excluding directors who have an interest in this agenda, deemed appropriate to propose to the Annual General Meeting of Shareholders for 2019 to consider and approve the election of directors who were retired by rotation returning to serve as company's directors for another term, with the following positions:

1. Mr. Paitoon Taveebhol, Chairman of the Board of Directors / Independent Director
2. Mr. Sakkanon Chirathivat, Vice Chairman of the Board of Directors / Nomination and Remuneration Committee / Risk Committee / Director of Subsidiaries
3. Mr. Prawit Kijpaisalrattana, Independent Director / Chairman of the Audit Committee / Nomination and Remuneration Committee

The Chairman of the Corporate Governance and Social Responsibility Committee provided shareholders the opportunity to ask questions and express their opinions, but no shareholder had questions or comment. The Chairman of the Corporate Governance and Social Responsibility Committee requested the meeting to vote for appointment of the 3 directors individually.

Resolution of the Meeting

The meeting approved the reelection of three Directors to replace those retirements by rotation for another term, including to hold various positions namely: 1) Mr. Paitoon Taveebhol 2) Mr. Sakkanon Chirathivat and 3) Mr. Prawit Kijpaisalrattana by the majority vote of shareholders who attended and casted their votes as follows:

- (1) Mr. Paitoon Taveebhol reelected as Independent Director / Chairman of the Board of Directors
- | | | | | |
|---------------|-------------|-------|---------------|-----|
| Approved | 249,800,416 | Votes | equivalent to | 100 |
| Disapproved | 0 | Votes | equivalent to | 0 |
| Voided Ballot | 0 | Votes | | |
| Abstained | 2,867,900 | Votes | | |

- (2) Mr. Sakkanon Chirathivat reelected as Director / Vice Chairman of the Board of Directors / Nomination and Remuneration Committee / Risk Committee / Director of Subsidiaries
- | | | | | |
|---------------|-------------|-------|---------------|-----|
| Approved | 249,800,416 | Votes | equivalent to | 100 |
| Disapproved | 0 | Votes | equivalent to | 0 |
| Voided Ballot | 0 | Votes | | |
| Abstained | 2,867,900 | Votes | | |
- (3) Mr. Prawit Kijpaisalrattana reelected as Independent Director / Chairman of the Audit Committee / Nomination and Remuneration Committee
- | | | | | |
|---------------|-------------|-------|---------------|-----|
| Approved | 249,800,416 | Votes | equivalent to | 100 |
| Disapproved | 0 | Votes | equivalent to | 0 |
| Voided Ballot | 0 | Votes | | |
| Abstained | 2,867,900 | Votes | | |

After the shareholders had voted to appoint the three directors individually, the Chairman of the Corporate Governance and Social Responsibility Committee invited all 3 retiring directors to return to the meeting room.

Agenda 7 To consider and approve the directors' remuneration for the year 2019

The Chairman invited the Chairman of the Nomination and Remuneration Committee to present this agenda to the shareholders. The Chairman of the Nomination and Remuneration Committee Presented to the meeting that According to Article 22 of the Company's Articles of Association, directors are entitled to receive remuneration from the Company in the form of money, meeting allowance, bonus, or other benefits as the shareholders' meeting will consider and vote with a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting which may determine the remuneration of directors in a certain amount or in a specific criteria and the effective would be from time to time or until the shareholders' meeting had resolved to change. In addition, the directors were entitled to receive allowances and other benefits according to the Company's rules. Moreover, the Company's Articles of Association No. 36 (5) required the annual general meeting of shareholders to consider the remuneration of directors. The Nomination and Remuneration Committee has proposed to the Board of Directors for approval and the Board of Directors agreed to propose to the shareholders' meeting to consider and approve the remuneration of the Company's directors Including the remuneration for directors in the sub-committees for the year 2019, requesting to be effective from the date of approval from the shareholders' meeting as follows:

Monetary compensation:

1. The Chairman of the Board of Directors
 - Quarterly remuneration 60,000 Baht per quarter
 - Meeting allowance 40,000 Baht per time
2. Non-executive directors
 - Quarterly remuneration 40,000 Baht per quarter
 - Meeting allowance of 25,000 Baht per person per time.
3. Director who was the Chairman of sub-committee
 - Meeting allowance 35,000 Baht per time
4. Directors who are sub-committee members
 - Meeting allowance 25,000 Baht per person per time
5. Executive directors will not receive remuneration for holding various positions In the Board of Directors and sub-committees
6. Total directors' remuneration in the amount not exceeding 4.0 million Baht
7. Non-monetary compensation - None -

Chairman of the Nomination and Remuneration Committee Had explained the directors' remuneration for the year 2018 and 2019 as follows

	Year 2018	Year 2019
Monetary compensation:		
1. The Chairman of the Board of Directors		
- Quarterly remuneration	40,000 Baht per quarter	60,000 Baht per quarter
- Meeting allowance	35,000 Baht per time	40,000 Baht per time

2. Non-executive directors		
- Quarterly remuneration	40,000 Baht per quarter	40,000 Baht per quarter
- Meeting allowance	25,000 Baht per person per time	25,000 Baht per person per time
3. Director who was the Chairman of sub-committee		
- Meeting allowance	35,000 Baht per time	35,000 Baht per session
4. Directors who are sub-committee members		
- Meeting allowance	25,000 baht per person per time	25,000 baht per person per time
5. Executive directors would not receive remuneration for holding various positions in the Board of Directors and sub-committees		
Non-monetary compensation	- None -	- None -

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions. The shareholders expressed their opinions as follows:

Khun Wasan Phongputthamon, a shareholder, inquired about the amount of remuneration for directors in 2018.

Chairman of the Nomination and Remuneration Committee clarified that the directors' remuneration for the year 2018 was 3.2 million Baht. In the year 2019, the directors' remuneration was not exceeding 4 million Baht by considering the increase in the remuneration of the Chairman of the Board of Directors and the increase in the number of directors.

The meeting had no additional questions. The Chairman then asked the meeting to vote.

Resolution of the Meeting The meeting resolved to approve the remuneration of the Director for the year 2019 as follow:

Financial Remuneration

1. The Chairman of the Board of Directors
 - Quarterly remuneration 60,000 Baht
 - Meeting allowance 40,000 Baht / time
2. Non-executive Directors
 - Quarterly remuneration 40,000 Baht / person
 - Meeting allowance 25,000 Baht / person / time
3. The Chairman of Sub-Committee
 - Meeting allowance 35,000 Baht / time
4. Sub-committee members
 - Meeting allowance 25,000 Baht / person / time
5. Directors who take executive position did not receive remuneration for holding various positions in the Board of Directors and sub-committees
6. Total Directors remuneration was not exceeding 4.0 million Bath
7. Non-financial Remuneration none
8. To be effective from the date of approval from the shareholders' meeting onwards

The matter was approved by the vote of not less than two-third of the total votes of the shareholders who attend the meeting as follows:

Approved	252,668,316	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Voided Ballot	0	Votes		
Abstained	0	Votes		

Agenda 8 To consider the appointment of a new director

The Chairman invited the Chairman of the Nomination and Remuneration Committee to present this agenda to the shareholders. The Chairman of the Nomination and Remuneration Committee presented to the meeting that in order to increase the efficiency of corporate governance of the company, the Board of Directors deems to increase the numbers of the Board of Directors from the original number of 9 persons to 10 persons and appoint a new director, Mr. Chavalit Chindavanig, details of his experience

as per the attachment No. 5 of the invitation letter

The Board of Directors had opinion that Mr. Chavalit Chindavanig has appropriate qualifications according to Public Company Act and the requirements of the Securities and Exchange Commission, The Stock Exchange of Thailand and have qualifications of independent directors as well as a variety of knowledge and skills that would be beneficial to the company. Therefore, the Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve to increase the numbers of directors for one director and appoint Mr. Chavalit Chindavanig as a new director with being an independent director and the audit committee of the company

Khun Wasan Phongputthamon, shareholder, inquired as follows:

- 1) Had Khun Chavalit Chindavanig come today?
- 2) In what area the new director would benefit to the company?

The Chairman explained that Khun Chavalit Chindavanig did not come today because of his personal business. Mr. Chavalit Chindavanig had experience in finance and had been executive in many banks and securities companies. His experience and financial knowledge could be very beneficial to the company.

The meeting had no additional questions. The Chairman then asked the meeting to vote.

Resolution of the Meeting

The meeting resolved to approve Increasing the number of the Board of Directors from originally 9 persons to 10 persons and appointing one new director, Mr. Chavalit Chindavanig, as a new director by being an independent director and the Audit Committee of the company effective from April 29, 2019 onward. The names of all 10 directors of the company were as follow:

1. Mr. Paitoon Taveebhol
2. Mr. Sakkanon Chirathivat
3. Mr. Prawit Kijpaisalrattana
4. Mr. Wilert Puriwat
5. Mrs. Jotika Savanananda
6. Mr. Boonyong Tansakul
7. Miss Jomkwan Chirathivat
8. Mr. Chittapon Vivaddhanakasem
9. Mr. Steven David Halliday
10. Mr. Chavalit Chindavanig

The matter was approved by the majority vote of shareholders who attended and casted their votes as follows:

Approved	252,668,316	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Voided Ballot	0	Votes		
Abstained	0	Votes		

Agenda 9 To consider other matters (if any)

- None -

The Chairman informed the meeting that any shareholder could make questions, discuss or suggestions to the Board of Directors.

Mr. Panuwat Vejchanuwat, shareholder, inquired as below:

1. Would the branch opening ratio between equity and franchise change in the future and would income proportion change

Chief Executive Officer explained that in the future, the proportion of franchise business will increase. Currently, the proportion of income from Japanese restaurants was still the main income but in the long run, the company will focus more on Thai brands and franchises.

2. How will the company control raw material prices, especially salmon?
3. What was each brand's spending per ticket?

Chief Executive Officer clarified that for salmon, the company has fixed the purchase price annually to keep the raw material prices stable and for spending per ticket of each brand could be found in the prospectus.

Khun Wasan Phongphutthamon, shareholder, inquired as follow:

1. Why was the profit reduced during 2016 - 2017?

Chief Financial Officer clarified that it was the result from the acquisition of the Thai brand business which resulted in amortization of the Franchise Agreements and required increased back office team to support the business expansion but after that, the company had controlled these expenses.

2. Did tourism have a boost in sales?
3. Was the company affected by foreign exchange rates?

Chief Executive Officer clarified that most of the company's customers were Thai people, accounting for about 90 percent, while tourists' customers would have a large proportion for only the branches in tourist cities, which was low numbers. Moreover, the company has 8 franchises in foreign countries which the company collected the initial fee and the royalty fee in Baht. Therefore, there was no effect from the exchange rate.

Khun Pawaris Surakittidamrong, a shareholder, inquired as follow:

1. He would like to know how the company managed to reduce the waste from burned food from grilling process and would like to know the proportion of waste from the burned food from customers' grilling.

Mr. Chittapon Vivaddhanakasem (Director / Corporate Governance and Social Responsibility Committee) explained that at present, the company was trying to reduce menus that were easy to burn and change to menus that were easy to grill and easy to eat. The staff would explain to the customers who grilled burn or eat left. However, currently, the customers were very responsible so the portion of burned food from grilling or waste was very small.

2. He would like to know branch opening plan of AKA

Chief Executive Officer clarified that currently, the company opened AKA branches more than the target.

There is no other matter to consider. The Chairman therefore thanked all shareholders and announced the closing of the meeting at 12.25 hrs.



(Mr. Paitoon Taveebhol)
Chairman of The Meeting

Biography of the directors
who are retired by rotation and being nominated for re-election for another term

Name: Mr. Boonyong Tansakul
Age: 55 Year
Nationality: Thai
Current Position: Director / Chairman of the Executive Committee
 Risk Management Committee / Marketing and Sustainable
 Development Committee / Chief Executive Officer /
 Director of Subsidiaries / Executive of Subsidiaries
Date of appointment as a director: July 21, 2016
No. of years in position: 3 years 5 month

**Education:**

	Bachelor of Science degree in Electrical Engineering, King Mongkut's Institute of Technology Thonburi, Thailand
	Certificate in Introductory Manufacturing Management, Sanno Institute of Management, Thai-Japanese Technological Promotion Association of Thailand
	Certificate of Executive Development Program , Kellogg Graduate School of Management, Northwestern University, USA

Training course:

	Director Certification Program (DCP) Class of 96/2007 Thai Institute of Directors (IOD)
	IOD Chartered Director Class 3/2008, Thai Institute of Directors (IOD)
	Executive Development Program (EDP) Class 4/2009, Thai Listed Companies Association
	Capital Market Academy Program (CMA) Class 13/2015, The Stock Exchange of Thailand
	Anti-Corruption for Executive Program (ACEP) Class of 2/2012, Thai Institute of Directors (IOD)

Work Experience:

2016 - Present	Chairman of the Executive Committee / Risk Management Committee / Marketing and Sustainable Development Committee / Chief Executive Officer Zen Corporation Group Public Company Limited
2019 - Present	Director / Nomination and Remuneration Committee Thai Listed Companies Association
2018 - Present	Chief Executive Officer / Director Zen Restaurant Holding Company Limited
2018 - Present	Chief Executive Officer / Director Aka Inter Foods Company Limited
2018 - Present	Chief Executive Officer / Director Gyu Grill Group Company Limited
2018 - Present	Chief Executive Officer / Director Spice Synergy Company Limited
2018 - Present	Chief Executive Officer / Director Tokyo Concept Company Limited
2018 - Present	Chief Executive Officer / Director Zen and Spicy Company Limited
2018 - Present	Chief Executive Officer / Director Zen Supply Chain Management Company Limited
2013 - 2016	Managing Director Singer Thailand Public Company Limited
2013 - 2015	Executive Vice President, Singer Asia Limited

No. of share(s) held in the Company by including the shares of spouses and children who have not yet become sui juris: -None-

Family Relation between Directors and Executives: -None-

Position in other listed companies: -None-

Positions in other non-listed companies: 8 company

Other position in other company doing business of a similar nature competing with the Com: -None-

No. of time(s) to attend the meeting in 2019:	Director	9/10	time
	Chairman of the Executive Committee	24/24	time
	Risk Management Committee	3/3	time
	Marketing and Sustainable Development Committee	3/3	time

Prohibited characteristics provided under Public Limited Companies Act: -None-

Biography of the directors
who are retired by rotation and being nominated for re-election for another term

Name: Mrs. Jotika Savanananda
Age: 59 Year
Nationality: Thai
Current Position: Independent Director
 Audit Committee
 Marketing and Sustainable Development Committee
Date of appointment as a director: May 15, 2018
No. of years in position: 1 years 7 month

**Education:**

	BA, University of Minnesota, USA
	MS, University of San Francisco, USA
	MBA, Sasin Graduate Institute of Business Administration of Thailand

Training course:

	Director Certification Program (DCP) Thai Institute of Directors (IOD), Class of 73/2006
	Advanced Audit Committee Program (AACP) Thai Institute of Directors (IOD), Class of 18/2015
	Risk Management Committee Program (RMP) Thai Institute of Directors (IOD), Class of 6/2015
	Corporate Governance for Capital Market Intermediaries (CGI) Thai Institute of Directors (IOD) Class of 18/2017

Work Experience:

2018 - Present	Independent Director / Audit Committee / Marketing and Sustainable Development Committee Zen Corporation Group Public Company Limited
2019 - Present	Expert Committee Capital Market Development Fund Promote capital market development
2018 - Present	Director RFS Company Limited
2017 - present	Consultant Securities and Exchange Commission
2016 - Present	Sub-Committee Securities and Exchange Commission
2015 - Present	Independent Director / Audit Committee / Nomination and Remuneration Committee /Central Pattana Public Company Limited
2015 - Present	Chairman of the Board Talis Asset Management Company Limited
2018 - present	University Council Member Mahidol University
2019 - present	Director Life Insurance Fund (Life Insurance Fund)
2017 - 2018	Director / Audit Committee / Investment Committee Life Insurance Fund (Life Insurance Fund)
2014 - 2018	Director / Chairman of the Audit Subcommittee / Nomination and Remuneration Committee The Stock Exchange of Thailand
2014 - 2017	Financial Director The Office of Insurance Commission (OIC)
2014 - 2015	Director / Risk Management Committee / Nomination and Remuneration Committee Government Housing Bank
2009 - 2014	CEO SCB Asset Management Company Limited

No. of share(s) held in the Company by including the shares of spouses and children who have not yet become sui juris: -None-

Family Relation between Directors and Executives: -None-

Position in other listed companies: Independent Director / Audit Committee /Nomination and Remuneration Committee Central Pattana Public Company Limited

Positions in other non-listed companies: 7 company

Other position in other company doing business of a similar nature competing with the Com: -None-

No. of time(s) to attend the meeting in 2019 2562:

Director	10/10	ครั้ง
Audit Committee	9/9	ครั้ง
Marketing and Sustainable Development Committee	3/3	ครั้ง

Prohibited characteristics provided under Public Limited Companies Act: -None-

Biography of the directors
who are retired by rotation and being nominated for re-election for another term

Name: Miss Jomkwan Chirathivat
Age: 38 Year
Nationality: Thai
Current Position: Director / Executive Director
 Chief of Intellectual Property Management Group (Acting)
 Director of Subsidiaries / Executive of Subsidiaries
Date of appointment as a director: December 1, 2014
No. of years in position: 5 years 1 month

**Education:**

	Bachelor's Degree in Mass Communication Chulalongkorn University, Thailand
	Fashion Portfolio Certificate, London College of Fashion, England

Training course:

	Director Accreditation Program (DAP) Thai Institute of Directors (IOD), Class of 116/2558
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Work Experience:

2014 - Present	Director / Executive Director / Chief of Intellectual Property Management Group (Acting) Zen Corporation Group Public Company Limited
2016 - present	Director / Chief of Intellectual Property Management Group (Acting) Zen and Spicy Company Limited
2016 - present	Director / Chief of Intellectual Property Management Group (Acting) Spice Synergy Company Limited
2015 - present	Director AGB Family Holding Company Limited
2015 - present	Director AGB Family Holding Company Limited
2015 - present	Director / Chief of Intellectual Property Management Group (Acting) Gyu Grill Group Company Limited
2015 - present	Director / Chief of Intellectual Property Management Group (Acting) Zen Supply Chain Management Company Limited
2015 - present	Director Suan Saladaeng Company Limited
2014 - Present	Director / Chief of Intellectual Property Management Group (Acting) Aka Inter Foods Company Limited
2011 - Present	Director / Chief of Intellectual Property Management Group (Acting) Zen Restaurant Holding Company Limited
2011 - Present	Director / Chief of Intellectual Property Management Group (Acting) Tokyo Concept Company Limited
2006 - Present	Director Terra Cotta Company Limited
2006 - Present	Director Canyon Cottage Company Limited

No. of share(s) held in the Company by including the shares of spouses and children who have not yet become sui juris: 33.46 %

Family Relation between Directors and Executives: Being a sibling of Mr. Sakkanon Chirathivat,
who is a director of the company and director of subsidiaries

Position in other listed companies: -None-

Positions in other non-listed companies: 12 company

Other position in other company doing business of a similar nature competing with the Com: -None-

No. of time(s) to attend the meeting in 2019: Director 10/10 time
Executive Director 17/24 time

Prohibited characteristics provided under Public Limited Companies Act: -None-

Biography of the directors
who are retired by rotation and being nominated for re-election for another term

Name: Mr. Chittapon Vivaddhanakasem
Age: 41 Year
Nationality: Thai
Current Position: Director
 Marketing and Sustainable Development Committee
 Director of Subsidiaries
Date of appointment as a director: December 1, 2014
No. of years in position: 5 years 1 month

**Education:**

	Bachelor's Degree in General Management Assumption University, Thailand
	Master of Finance and Marketing, University of San Francisco

Training course:

	Director Accreditation Program (DAP) Thai Institute of Directors (IOD), Class of 116/2015
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Work Experience:

2014 - Present	Director / Executive Director / Marketing and Sustainable Development Committee / Chief People Officer Zen Corporation Group Public Company Limited
2018 - Present	Director Ready Set Go Company Limited
2016 - Present	Director / Chief People Officer Spice Synergy Company Limited
2016 - Present	Director / Chief People Officer Zen and Spicy Company Limited
2015 - Present	Director / Chief People Officer Zen Supply Chain Management Company Limited
2014 - Present	Director / Chief People Officer Zen Restaurant Holding Company Limited
2014 - Present	Director / Chief People Officer Tokyo Concept Company Limited
2013 - Present	Director / Chief People Officer Gyu Grill Group Company Limited
2013 - Present	Director / Chief People Officer Aka Inter Foods Company Limited
2010 - Present	Director Haad Samran Company Limited

No. of share(s) held in the Company by including the shares of spouses and children who have not yet become sui juris: 1.44 %

Family Relation between Directors and Executives: -None-

Position in other listed companies: -None-

Positions in other non-listed companies: 9 company

Other position in other company doing business of a similar nature competing with the Com: -None-

No. of time(s) to attend the meeting in 2019: Director 10/10 time
 Marketing and Sustainable Development Committee 3/3 time

Prohibited characteristics provided under Public Limited Companies Act: -None-

Definition of the Independent Directors

The Company has defined the definition of the Independent Directors which have the qualifications pursuant to the notification of the Capital Market Supervisory Board, the Stock Exchange of Thailand and the relevant regulations as follows:

1. Holding shares not exceeding 0.5 (point five) percent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, including shares held by related persons of such Independent Director and the term of an independent director is not more than 9 years, with the shareholders being able to approve for more than 9 years if necessary;
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person of the Company, unless the foregoing status has ended not less than two years prior to the appointment. Such prohibited characteristic shall not include the case where the Independent Director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, of other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company;
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than two years prior to the appointment;

The term “business relationship” under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or granting loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of 3.0 percent or more of the net tangible assets of the Company or 20 million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment;
6. Neither being nor used to be a provider of any professional services, including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the appointment;
7. Not being a director appointed as representative of director of the Company, major shareholder or shareholder who is related to major shareholder.
8. Not carrying out any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 (one) percent of the total number of shares with voting rights of other company which carries out business in the same nature and in competition to the business of the Company or its subsidiary company;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company’s business operations.

History of those who have been nominated for appointment as a new director



Name: Mr. Siruwat Chatchaval
Age: 41 Year
Nationality: Thai
Type of Appointment: Chief Commercial Officer-Thai Brand
 Director of Subsidiaries / Management of Subsidiaries

Education:

	Bachelor of Arts in Communication Design Rangsit University, Thailand
	Global Mini MBA, Entrepreneurial Manager, Thammasat University, Thailand
	Brand KU EXT Certificate in Business Administration, Kasetsart University, Thailand

Training course:

	Director Accreditation Program (DAP) Thai Institute of Directors (IOD), Class of 169/2020
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Work Experience:

2018 - Present	Executive Director /Risk Management Committee / Chief New Business Officer Zen Corporation Group Public Company Limited
2019 - Present	Director / Chief Commercial Officer-Thai Brand Zen Restaurant Holding Company Limited
2019 - Present	Director / Chief Commercial Officer-Thai Brand Aka Inters Foods Company Limited
2019 - Present	Director / Chief Commercial Officer-Thai Brand Tokyo Concept Company Limited
2019 - Present	Director / Chief Commercial Officer-Thai Brand Gyu Grill Group Company Limited
2019 - Present	Director / Chief Commercial Officer-Thai Brandr Zen Supply Chain Management Company Limited
2019 - Present	Director / Chief Commercial Officer-Thai Brand Zen and Spicy Company Limited
2019 - Present	Director / Chief Commercial Officer-Thai Brand Spicy Synergy Company Limited
2016 - Present	Committee Chef Best Company Limited
2009 - 2016	Chief Executive Officer Crazy Spicy Group Company Limited

No. of share(s) held in the Company by including the shares of spouses and children who have not yet become sui juris: 2.25 %

Family Relation between Directors and Executives: -None-

Position in other listed companies: -None-

Positions in other non-listed companies: 8 company

Other position in other company doing business of a similar nature competing with the Com: -None-

Prohibited characteristics provided under Public Limited Companies Act: -None-

Company Regulations
Of Zen Corporation Group Public Company Limited
(Only those related to the shareholders' meeting)

Article 16 The shareholders' meeting shall elect the directors according to the following rules and procedures.

(1) One shareholder has votes equal to one (1) share per one (1) vote.

(2) Each shareholder will use all of the votes he has under (1) to elect one or several persons as directors. In the case that many persons are elected as directors, can't divide the votes to any number of people.

(3) Persons who receive the highest votes in descending order will be elected as directors equal to the number of directors that should be or should be elected at that time. In the case that the persons elected in the next order have equal votes in excess of the number of directors to be elected or elected at that time, the chairman of the meeting shall have a casting vote.

Article 17 At every annual general meeting of shareholders, the directors shall retire from office by one-third (1/3) of the number of directors at that time. If the number of directors cannot be divided by three exactly, then by the number closest to one third (1/3). Directors who are retired from office may be chosen to return to the position again.

The directors who must retire in the first and second years after the registration of the company will be random by draw lots. For the following years, the longest serving directors will be retired from the position.

Article 22 the Directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other forms of remuneration. As the shareholders' meeting will consider and vote with a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting, which may determine the remuneration of directors in a certain amount or put into specific criteria and will be scheduled from time to time or effective forever until the shareholders' meeting resolves to change otherwise. In addition, the directors are entitled to receive allowances and welfare according to the regulations of the Company.

Section 6

Shareholder Meeting

Article 31 The Board of Directors shall arrange for the shareholders' meeting to be an annual general meeting within four (4) months from the end of the fiscal year of the company.

Shareholder meetings other than the first paragraph will be called as the extraordinary meeting. The Board of Directors may call for the extraordinary meeting of shareholders at any time as deemed appropriate.

One or more shareholders with a total of not less than ten (10) percent of the total number of stock available can be named together to make a request to the Board of Directors to call an extraordinary meeting of shareholders at any time. But must clearly specify the subject and reason for requesting the meeting to be called in the invitation letter. In this case, the board of directors must arrange for a meeting of shareholders within forty-five (45) days from the date of receiving the letter from the shareholder.

In the event that the Board of Directors does not hold a meeting within the period of forty-five (45) days from the date of receipt of such letter from the shareholder, All shareholders who have joined the name, or other shareholders together with the total of the number of shares as required, can call for the meeting by themselves within forty-five (45) days from the maturity date of forty-five (45) days that the board of directors must arrange for a meeting of shareholders. In this case, shall be considered as a meeting of shareholders which the Board of Directors convenes. The company is responsible for the necessary expenses incurred from arranging meetings and facilitating as appropriate.

In the case that the meeting of shareholders is called for a meeting because the shareholders under paragraph four, if the number of shareholders who attend the meeting is not complete as a quorum as specified in Article 33, the shareholders under paragraph four must jointly be responsible for reimbursement of expenses incurred from the arrangement of such meetings for the company.

Article 32 In calling a shareholder meeting, the Board of Directors shall prepare a meeting invitation letter by specifying the location, date, time, agenda of the meeting and matters to be proposed to the meeting with appropriate details, which clearly states that it is

the matter to be proposed for acknowledgment, approval or consideration, as the case may be, including the opinion of the Board of Directors on the matter. And send to shareholders and registrars not less than seven (7) days prior to the meeting date. The notice of the meeting shall be advertised in the newspaper at least three (3) days prior to the meeting date, for three consecutive days.

The location of the meeting will be in the province where the company headquarters is located, or anywhere else as determined by the Board.

Article 33 At the shareholders' meeting, there must be shareholders and proxies from the shareholders (if any) attending at least twenty-five (25) people or not less than half (1/2) of the total number of shareholders, and must have at least one third (1/3) of the total number of shares sold. Therefore, this will be a quorum.

In the case that any shareholder meeting is held when one (1) hour has elapsed and the number of shareholders who attend the meeting is not complete as a quorum as specified in paragraph one, if the shareholders' meeting has called for an appointment because the shareholders request, let the meeting be suspended. If the shareholders' meeting is not a meeting request because the shareholders request to arrange, this will be a new meeting arrangement and in this case, the notice of the meeting shall be sent to shareholders not less than seven (7) days prior to the meeting date. In this latter meeting, no quorum is required.

Article 34 The Chairman of the Board of Directors shall be the chairman of the shareholders' meeting. In the case that the Chairman of the Board is not present at the meeting or is unable to perform his duties, the Vice Chairman shall preside over the meeting. If there is no vice-chairman or there is but not in the meeting or unable to perform the duty, the meeting shall elect one shareholder to attend the meeting as the chairman of the meeting.

Article 35 In voting at the shareholders' meeting, shall be deemed that one (1) share has one (1) vote and if any shareholder has a special interest in any matter, that shareholder has no right to vote on that matter. In addition to voting for election of directors and the resolution of the shareholders' meeting, the meeting shall consist of the following votes.

(1) In normal cases, must be approved by a majority vote of the shareholders who attend the meeting and vote. If having equal votes, the Chairman of the meeting shall cast an additional vote as a casting vote.

(2) In the following cases, must be approved by the vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote

- (2.1) The sale or transfer of all or part of the Company's business to other persons
- (2.2) The purchase or transfer of business of a private company or other public companies to be owned by the company
- (2.3) Making amendments or canceling contracts relating to renting the business of the company in whole or in significant part, assigning other persons to manage the business of the company, or merging with other parties with the purpose of sharing profit and loss.
- (2.4) Amendment of the Memorandum of Association or company regulations
- (2.5) Increasing or decreasing the registered capital of the company
- (2.6) Dissolution of the company
- (2.7) Debentures issued by the Company
- (2.8) Merger of companies with other companies
- (2.9) Other actions as provided by law that must receive votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and having the right to vote.

Article 36 The business that the annual general meeting of shareholders should be called as follows:

- (1) Acknowledge the report of the Board of Directors that represents the business of the Company in the past year.
- (2) Consider and approve the balance sheet and profit and loss account
- (3) Consider and approve the allocation of profits and dividend payment
- (4) Consider the election of new directors in place of those retiring by rotation
- (5) Consider the determination of directors' remuneration
- (6) Consider the appointment of auditors and determine the amount of audit fees
- (7) Other businesses

Procedures and practices in attending the Annual General Meeting of Shareholders Year 2020

Registration and document display

On the day of the shareholders' meeting, the company is open to register and submit documents from 08.30 am at The Ballroom, 3rd Floor, The Grand Fourwings Convention Hotel 333 Srinakarin Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240. According to the map as the documents attached with this meeting invitation.

In the registration, the company uses the barcode system to certify registration and for voting. For convenience and faster registration, therefore, shareholders and / or proxies attending the meeting please bring the registration form and / or proxy form which has been sent to the shareholders together with the invitation letter to the shareholders' meeting. The invitation letter has already printed the barcode and identification documents that the attendees must present to the recipient's registration officer on the meeting date.

Documents required for registration are as follows:

1. In the case of a shareholder being a normal person

1.1 In case of shareholders attending the meeting by themselves, use the registration form sent by the company to be signed by the shareholder and the identification document issued by the government agency and have not expired, such as an identity card, Government ID card, Driver's license, or passport or documents used instead of passports.

1.2 In the case that a shareholder appointing a proxy to attend the meeting, the following documents shall be presented:

- (1) One of the proxy forms attached with the invitation letter which has been filled out correctly and signed by the grantor and proxy
- (2) Copy of identification document issued by the government agency and has not expired, such as identity card. Government ID card Driver's license or a passport or in case of foreigner, use passport or document that represents the passport of the proxy (the shareholder) who has signed a certified true copy
- (3) Identification documents issued by government agencies of proxies and not expired, such as identification card, Government ID card, Driver's license, or in the case of a foreigner, a passport or document that is used instead of a passport.
- (4) Registration form as provided by the company and signed by the proxy

2. In the case that the shareholder is a juristic person

2.1 In case of the authorized director acting on behalf of the juristic person attend meetings in person

- (1) Registration form that the company delivers Signed by the authorized director of the juristic person attending the meeting in person with stamp (if any)
- (2) Identification card of the authorized director that the government agency issued and has not expired, such as an identification card, Government ID card, Driver's license, or passport in case of being a foreigner.
- (3) A copy of the corporate affidavit issued by the Ministry of Commerce not over 1 year before the meeting date, which is certified by the authorized person with the company's seal (If any) and in the case of a juristic person established by foreign law, a copy of the certificate of juristic person registration issued by a competent authority of the country in which the juristic person is located is not over 1 year before the meeting date which certified true copy by the authorized person with the company's seal affixed (if any)

2.2 In the case that the shareholder is a juristic person and provide proxy to the person to attend the meeting.

- (1) Proxy form attached with the invitation letter and complete the message correctly and signed by the authorized person of the grantor with the company seal (if any) and signed by the proxy
- (2) A copy of the juristic person certificate issued by the Ministry of Commerce, not over 1 year before the meeting date, which is certified by the authorized person with the company's seal (if any) in the case of, and in the case of a juristic person established by a foreign law, use a copy of the certificate of juristic person registration issued by the competent authority of the country in which the juristic person is located. The year before the meeting date Which certified true copy by the authorized person with the company's seal affixed (if any)
- (3) A copy of the document issued by the government agency of the authorized person to act on behalf of the juristic person and has not expired, such as an identification card, Government ID card, Driver's license, or passport in case of being a foreigner which has signed the name of certified true copy.

- (4) Documents issued by government agencies and have not expired, such as identification card, Government official identification card, driver's license or passport of the proxy
- (5) Registration form submitted by the company signed by the proxy

3. In the case that the shareholder is a foreign investor appointed to the Custodian in Thailand as the depositor and oversee the shares

3.1 Prepare and show the documents same as in the case of juristic person 1 or 2

3.2 In the case that the shareholder who is a foreign investor grants the Custodian to sign on the proxy form instead, must submit additional documents as follows

- (1) Power of attorney from shareholders who are foreign investors who authorize the Custodian to execute the proxy form on behalf of
- (2) Letter confirming that the signer of the proxy has been allowed to operate the custodian business

4. In case of death

Let the trustee who attend the meeting in person or appoint another person to attend the meeting instead. Bring the court order to be appointed as the trustee signed by the competent authority not over 1 year to show too.

5. In the case of a minor shareholder

Allow other parents or representatives to participate in the meeting by themselves or by proxy to attend the meeting. However, a copy of the house registration or a copy of the ID card of the minor shareholder is required to be presented.

6. In the case of a shareholder who is incompetent or quasi-incompetent

Let the preschool or guardian attend the meeting by themselves or proxy to attend the meeting. Must present a court order to be appointed as a guardian or person that is certified by the competent authorities to show too.

note

1. Identification documents showing in any case must be documents that have not expired.
2. In the case of shareholders or attendees has changed the name or the surname, please show proof of such change.
3. Documents that are not prepared in Thai or English. The shareholder must prepare an English translation attached, and allow shareholders to sign and certify the correctness of the translation.
4. The company reserves the right to allow only shareholders or proxies with correct and complete documents to attend the meeting and for the case of proxy, proxy forms and identification documents must be as specified only.
5. In the event of an argument or issue in consideration or interpretation, the legal representative of the company will be considered and will be the final.

Proxy for other persons to attend and vote on behalf of shareholders

In the case that the shareholders are unable to attend the shareholders' meeting on their own, Shareholders can appoint other persons or directors to attend the meeting on their behalf. In the event that the shareholder wishes to appoint an independent director of the company to be a proxy to attend the meeting and vote on behalf of the company would like to propose the following independent directors to be in your discretion:

1. Mr. Prawit Kijpaisalrattana
2. Mr. Chavalit Chindavanig

The details of the profile of the director who will be the proxy for the shareholders are detailed in Attachment No. 9. If the shareholder wishes to appoint a proxy to the director When filling in the text and details in the proxy form. Please send the proxy form as well as attach a copy of the identification card which the shareholder has duly certified to the company secretary by August 14, 2020

Proxy method

The company has prepared 3 types of proxy forms; Form A, Form B, Form C and let the shareholders to choose to use the form as specified in the announcement of the Department of Business Development, Form of Proxy Form (No. 5) BE 2550, with the form of proxy as follows:

Form A is a general proxy form which is simple, not complicated.

Form B is a proxy form that specifies various items that will grant proxy that is clearly defined.

Form C. is the type that is used only when the shareholder is a foreign investor and appoints the custodian in Thailand as the depositor and oversees the stock.

Proxies can be performed as follows.

- (1) Only one proxy form can be used.
- (2) Shareholders can choose to appoint any person according to the wishes of the shareholders or choose to appoint an independent director of the company as specified in the proxy form
- (3) Shareholders cannot divide the number of shares by appointing several proxies to divide the votes. And the shareholder must appoint a proxy equal to the number of shares he holds without being able to authorize only a portion or less than the number that he holds, except as a custodian that shareholders who are foreign investors appoint as depositors and stockholders in accordance with Proxy Form C

Voting procedure and vote counting method

The Chairman or assigned person will inform the voting method and vote counting method to the meeting before entering the agenda

1. Voting procedure

- The company uses the barcode system for storing voting information of all shareholders or proxies who attend the meeting.
- One share is counted as one vote.
- The chairman of the meeting asked the shareholders to vote on each agenda.
- In the case that shareholders or proxies wishing to vote disagree or abstain from voting, show their hands by raising their hands. In order to allow the staff of the company to facilitate voting via the barcode system of the company that has been prepared
- In the case that shareholders or proxies who do not present themselves raise their hands to vote against, abstain from voting, it will be considered that the meeting has unanimously approved as proposed by the chairman of the meeting to consider and vote
- In the case that the shareholder appointing the proxy to attend the meeting on his behalf and has already voted in the proxy form the company will pre-record the voting as specified.

2. Vote counting method

- 2.1 The company uses the barcode system that has collected the voting information of all shareholders or proxies attending the meeting.
- 2.2 For counting votes for each agenda, the Company will count the votes of the shareholders in the meeting with the following criteria
 - (1) The agenda that must be passed by a majority vote of the shareholders attending the meeting and voting and will count only the votes to agree, disagree only
 - (2) The agenda that must be approved with a vote of not less than 2/3 of the total votes of the meeting Will count the votes from all the shareholders attending the meeting, both with the vote of approval, disapproval, abstention, no voting rights
 - (3) The agenda that must be approved with a vote of not less than 3/4 of all votes present at the meeting and entitled to vote Will count the votes from all shareholders attending the meeting, both with voting, agreeing, disagreeing and abstaining

For the meeting proceeds effectively, the company will count only the votes that disagree and abstain. The difference scores, the remaining votes are agreed.
- 2.3 In the case that the attendee wishes to leave the meeting room by voting in advance, please contact the company staff, except that wish to vote agree.
- 2.4 The notification of voting results will specify the vote of approval, disagreement, abstention and the ballot.

แบบหนังสือมอบฉันทะ แบบ ก.**Proxy Form A****ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550****According to Regulation of the Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550**เขียนที่.....
Written atวันที่.....เดือน.....พ.ศ.....
Date Month Year(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationalityอยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
with address at Road Sub-districtอำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code(2) เป็นผู้ถือหุ้นของ บริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน)
being a shareholder of ZEN CORPORATION GROUP PUBLIC COMPANY LIMITEDโดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
Holding the total amount of shares with the voting rights of sharesหุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share shares with the voting rights of sharesหุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred share shares with the voting rights of shares

(3) ขอมอบฉันทะให้ do hereby appoint either one of the following persons:

(1)อายุ.....ปี
Age Yearsอยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
with address at Road Sub-districtอำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
District Province Postal Code Or(2)อายุ.....ปี
Age Yearsอยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
with address at Road Sub-districtอำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
District Province Postal Code Or(3) มอบฉันทะให้กรรมการอิสระและประธานกรรมการตรวจสอบ นายประวิทย์ กิจไพศาลรัตนา อายุ 66 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mr. Prawit Kijpaisalrattana Age 66 years

อยู่บ้านเลขที่ 414 ซ.ชานเมือง แขวงดินแดง เขตดินแดง กรุงเทพมหานคร

Address at 414 Soi Chanmueang, Din Daeng, Din Daeng, Bangkok

(4) มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายชวลิต จินดาวณิช 56 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, **Mr. Chavalit Chindavanig** Age 56 years
อยู่บ้านเลขที่ 193 ซ.เฉลิมสุข แขวงจันทรเกษม เขตจตุจักร กรุงเทพมหานคร
Address at 193 Soi Chalomsuk, Chun Ka Sam, Chatuchak, Bangkok.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี
2563 ในวันจันทร์ที่ 24 สิงหาคม 2563 เวลา 10.00 น. ณ ห้อง บอลรูม ชั้น 3 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชั่น เลขที่ 333 ถนนศรีนครินทร์
แขวงหัวหมาก เขตบางกะปิ กทม 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my/our behalf at the Annual General Meeting of Shareholders for the year 2020 to be held on **Monday
24 August 2020 at 10:00 hrs.** at The Ballroom, 3rd Floor, The Grand Fourwings Convention Hotel 333 Srinakarin Road, Hua Mak
Subdistrict, Bang Kapi District, Bangkok 10240 or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ signed.....ผู้มอบฉันทะ Shareholder
(.....)

ลงชื่อ signed.....ผู้รับมอบฉันทะ Proxy
(.....)

ลงชื่อ signed.....ผู้รับมอบฉันทะ Proxy
(.....)

ลงชื่อ signed.....ผู้รับมอบฉันทะ Proxy
(.....)

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้น
ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark: The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate
the number of shares to several proxies to vote separately.



หนังสือมอบฉันทะ แบบ ข.**Proxy Form B (Specific Details Form)****ภายใต้ประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550****According to Regulation of the Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550**

เขียนที่.....
Written at

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

(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
with address at Road Sub-district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน)
being a shareholder of ZEN CORPORATION GROUP PUBLIC COMPANY LIMITED

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
Holding the total amount of shares with the voting rights of shares

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share shares with the voting rights of shares

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred share shares with the voting rights of shares

(3) ขอมอบฉันทะให้ do hereby appoint either one of the following persons:

(1)อายุ.....ปี
Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
with address at Road Sub-district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
District Province Postal Code Or

(2)อายุ.....ปี
Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
with address at Road Sub-district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
District Province Postal Code Or

(3) มอบฉันทะให้กรรมการอิสระและประธานกรรมการตรวจสอบ นายประวิทย์ กิจไพศาลรัตน์ อายุ 66 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mr. Prawit Kijpaisalrattana Age 66 years

อยู่บ้านเลขที่ 414 ซ.ชานเมือง แขวงดินแดง เขตดินแดง กรุงเทพมหานคร

Address at 414 Soi Chanmueang, Din Daeng, Din Daeng, Bangkok

(4) มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายชวลิต จินดาวณิช อายุ 56 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, **Mr. Chavalit Chindavanig** Age 56 years
อยู่บ้านเลขที่ 193 ซ.เฉลิมสุข แขวงจันทรเกษม เขตจตุจักร กรุงเทพมหานคร
Address at 193 Soi Chaloeasuk, Chun Ka Sam, Chatuchak, Bangkok.

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2563 ในวันที่ **24 สิงหาคม 2563 เวลา 10.00 น.** ณ ห้อง บอลรูม ชั้น 3 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชัน เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กทม 10240 หรือที่จะฟังเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my/our behalf at the Annual General Meeting of Shareholders for the year 2020 to be held on **Monday 24 August 2020 at 10:00 hrs.** at The Ballroom, 3rd Floor, The Grand Fourwings Convention Hotel 333 Srinakarin Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

วาระที่ 1 พิจารณารับทราบรายงานการประชุมผู้ถือหุ้นสามัญบริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน) ประจำปี 2562

Agenda 1 To acknowledge the Minutes of the 2019 Annual General Shareholders' Meeting

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานประจำปี 2562

Agenda 2 To acknowledge the Company's operating results report of year 2019

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 3 พิจารณาอนุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัท สิ้นสุดวันที่ 31 ธันวาคม 2562 และรายงานผู้สอบบัญชี

Agenda 3 To consider and approve the consolidated and separated of the Financial Statements for the fiscal year ending December 31, 2019 and the Audit Report

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 4 พิจารณาอนุมัติการจัดสรรกำไรและการจ่ายเงินปันผลประจำปี 2562

Agenda 4 To approve the allocation of profit and dividend payment for the year 2019

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 5 พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้งพ้นจากตำแหน่งตามวาระ ประจำปี 2563

Agenda 5 To re-appoint 4 directors who retired by rotation in 2020

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion



- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
- การแต่งตั้งกรรมการทั้งชุด To elect directors as a whole
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล To elect each director individually
- ชื่อกรรมการ Name of Director นายบุญยง ตันสกุล Mr. Boonyong Tansakul
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- ชื่อกรรมการ Name of Director นางโชติกา สวานานนท์ Mrs. Jotika Savanananda
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- ชื่อกรรมการ Name of Director นางสาวจอมขวัญ จิราธิวัฒน์ Miss. Jomkwan Chirathivat
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- ชื่อกรรมการ Name of Director นายชิตพล วิวัฒนาเกษม Mr. Chittapon Vivaddhanakasem
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 6 พิจารณานุมัติแต่งตั้งกรรมการใหม่

Agenda 6 To consider and approve the appointment of new director

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 7 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2563

Agenda 7 To approve the remuneration of directors for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2563

Agenda 8 To appoint Company's auditor and its relevant auditing fee for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 9 พิจารณานุมัติแก้ไขข้อบังคับบริษัท

Agenda 9 To consider and approve the amendment of the Company's Articles of Association

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 10 To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ signed.....ผู้มอบฉันทะ Shareholder

(.....)

ลงชื่อ signed.....ผู้รับมอบฉันทะ Proxy

(.....)

ลงชื่อ signed.....ผู้รับมอบฉันทะ Proxy

(.....)

ลงชื่อ 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 shall not allocate the number of shares to several proxies to vote separately.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ

In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholders in the Regular Continued Proxy Form as enclosed.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Regular Continued Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน)

Authorization on behalf of ZEN CORPORATION GROUP PUBLIC COMPANY LIMITED

ในการประชุมผู้ถือหุ้นสามัญ ประจำปี 2563 ในวันจันทร์ที่ 24 สิงหาคม 2563 เวลา 10.00 น. ณ ห้อง บอลรูม ชั้น 3 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชัน เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กทม 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my/our behalf at the Annual General Meeting of Shareholders for the year 2020 to be held on **Monday 24 August 2020 at 10:00 hrs.** at The Ballroom, 3rd Floor, The Grand Fourwings Convention Hotel 333 Srinakarin Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or at any adjournment thereof.

วาระที่.....เรื่อง.....
Agenda..... :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่.....เรื่อง.....
Agenda..... :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่.....เรื่อง.....
Agenda..... :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่.....เรื่อง.....
Agenda..... :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)
Agenda..... : Election of Directors (continued)

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain



แบบหนังสือมอบฉันทะ แบบ ค.
(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
Proxy Form C (for foreign shareholder appointing custodian in Thailand)
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550
According to Regulation of the Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550

เขียนที่.....
Written at

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

(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
with address at Road Sub-district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
acting as the custodian for

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน)
being a shareholder of of ZEN CORPORATION GROUP PUBLIC COMPANY LIMITED

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
Holding the total amount of shares with the voting rights of shares

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share shares with the voting rights of shares

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred share shares with the voting rights of shares

(2) ขอมอบฉันทะให้ do hereby appoint either one of the following persons:

(1)อายุ.....ปี
Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
with address at Road Sub-district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
District Province Postal Code Or

(2)อายุ.....ปี
Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
with address at Road Sub-district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
District Province Postal Code Or

(3) มอบฉันทะให้กรรมการอิสระและประธานกรรมการตรวจสอบ นายประวิทย์ กิจไพศาลรัตนา อายุ 66 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mr. Prawit Kijpaisalrattana Age 66 years

อยู่บ้านเลขที่ 414 ซ.ชานเมือง แขวงดินแดง เขตดินแดง กรุงเทพมหานคร

Address at 414 Soi Chanmueang, Din Daeng, Din Daeng, Bangkok.

(4) มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายชวลิต จินดาวณิช อายุ 56 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, **Mr. Chavalit Chindavanig** Age 56 years
อยู่บ้านเลขที่ 193 ซ.เฉลิมสุข แขวงจันทรเกษม เขตจตุจักร กรุงเทพมหานคร
Address at 193 Soi Chaloeasuk, Chun Ka Sam, Chatuchak, Bangkok.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ
ประจำปี 2563 ในวันที่จันทร์ที่ 24 สิงหาคม 2563 เวลา 10.00 น. ณ ห้อง บอลรูม ชั้น 3 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชัน เลขที่ 333 ถนน
ศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กทม 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my/our behalf at the Annual General Meeting of Shareholders for the year 2020 to be held on **Monday
24 August 2020 at 10:00 hrs.** at The Ballroom, 3rd Floor, The Grand Fourwings Convention Hotel 333 Srinakarin Road, Hua Mak
Subdistrict, Bang Kapi District, Bangkok 10240 or at any adjournment thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The Proxy is authorized for all shares held and entitled to vote.

มอบฉันทะบางส่วน คือ

The Proxy is authorized for certain shares as follows:

<input type="checkbox"/> หุ้นสามัญ.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....เสียง	
ordinary share	shares, entitling to vote	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....เสียง	
preferred share	shares, entitling to vote	votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total entitled vote

votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

วาระที่ 1 พิจารณารับทราบรายงานการประชุมผู้ถือหุ้นสามัญบริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน) ประจำปี 2562

Agenda 1 To acknowledge the Minutes of the 2019 Annual General Shareholders' Meeting

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานประจำปี 2562

Agenda 2 To acknowledge the Company's operating results report of year 2019

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain



วาระที่ 3 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัท สิ้นสุดวันที่ 31 ธันวาคม 2562 และรายงานผู้สอบบัญชี

Agenda 3 To consider and approve the consolidated and separated of the Financial Statements for the fiscal year ending December 31, 2019 and the Audit Report

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรและการจ่ายเงินปันผลประจำปี 2562

Agenda 4 To approve the allocation of profit and dividend payment for the year 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องพ้นจากตำแหน่งตามวาระ ประจำปี 2563

Agenda 5 To re-appoint 4 directors who retired by rotation in 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
- การแต่งตั้งกรรมการทั้งชุด To elect directors as a whole
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล To elect each director individually
- ชื่อกรรมการ Name of Director นายบุญยง ดันสกุล Mr. Boonyong Tansakul
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- ชื่อกรรมการ Name of Director นางโชติกา สวานานนท์ Mrs. Jotika Savanananda
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- ชื่อกรรมการ Name of Director นางสาวจอมขวัญ จิราธิวัฒน์ Miss. Jomkwan Chirathivat
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- ชื่อกรรมการ Name of Director นายชิตพล วิวัฒนาเกษม Mr. Chittapon Vivaddhanakasem
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 6 พิจารณานุมัติแต่งตั้งกรรมการใหม่

Agenda 6 To consider and approve the appointment of new director.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 7 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2563

Agenda 7 To approve the remuneration of directors for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2563

Agenda 8 To appoint Company's auditor and its relevant auditing fee for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 9 พิจารณานุมัติแก้ไขข้อบังคับบริษัท

Agenda 9 To consider and approve the amendment of the Company's Articles of Association

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 10 To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The Proxy shall cast the votes in accordance with my/our following instruction:
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.



กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ signed.....ผู้มอบฉันทะ Shareholder
(.....)

ลงชื่อ signed.....ผู้รับมอบฉันทะ Proxy
(.....)

ลงชื่อ signed.....ผู้รับมอบฉันทะ Proxy
(.....)

ลงชื่อ signed.....ผู้รับมอบฉันทะ Proxy
(.....)

หมายเหตุ Remarks:

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
The Proxy Form C shall be applicable only for the shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand
2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ The following documents shall be attached with the Proxy Form:
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแบบ
In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholders in the Regular Continued Proxy Form as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Regular Continued Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน)

Authorization on behalf of ZEN CORPORATION GROUP PUBLIC COMPANY LIMITED

ในการประชุมผู้ถือหุ้นสามัญ ประจำปี 2563 ในวันจันทร์ที่ 24 สิงหาคม 2563 เวลา 10.00 น. ณ ห้อง บอลรูม ชั้น 3 โรงแรม เดอะ แกรนด์ โฟร์วิงส์ คอนเวนชัน เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กทม 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my/our behalf at the Annual General Meeting of Shareholders for the year 2020 to be held on **Monday 24 August 2020 at 10:00 hrs.** at The Ballroom, 3rd Floor, The Grand Fourwings Convention Hotel 333 Srinakarin Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or at any adjournment thereof.

วาระที่.....เรื่อง.....

Agenda..... :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my/our behalf of its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The Proxy shall cast the votes in accordance with my/our following instruction:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่.....เรื่อง.....

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วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)
Agenda..... : Election of Directors (continued)

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ
Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

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Name of Director
 เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

Information of directors for proxy



Name: Mr. Prawit Kijpaisalrattana

Type of Appointment: Independent Director

No. of years in position: 55 years
in the position of Director, Zen Corporation Group
Public Company Limited since December 12, 2014 to present

Current Position: Independent Director
Chairman of the Audit Committee
Chairman of the Nomination and Remuneration Committee

Nationality: Thai

Age: 66 Year

Address: 414 Soi Channueang, Din Daeng, Din Daeng, Bangkok

No. of share(s) held in the Company by including the shares of spouses and children who have not yet become sui juris: -None-

Having interest in agenda proposed in the 2020 Annual General Meeting of Shareholder: -None-



Information of directors for proxy

Name: Mr. Chavalit Chindavanig

Type of Appointment: Independent Director

No. of years in position: 8 month
in the position of Director, Zen Corporation Group
Public Company Limited since April 29, 2019 to present

Current Position: Independent Director
Audit Committee
Chairman of the Risk Management Committee

Nationality: Thai

Age: 56 Year

Address: 193 Soi Chaloemsuk, Chun Ka Sam, Chatuchak, Bangkok

No. of share(s) held in the Company by including the shares of spouses and children who have not yet become sui juris: -None-

Having interest in agenda proposed in the 2020 Annual General Meeting of Shareholder: -None-



**Guidelines for practice and measures to prevent infection
and the spread of the corona virus new species 2019**

Due to the rapidly spreading of the new species of coronary virus 2019 (COVID-19) situation, the company is concerned about the situation. Therefore, we would like to inform you of the guidelines for practices and preventive measures as follows:

The company will arrange for screening and temperature measurement for all attendees before the meeting. The company reserves the right to not allow the following persons to attend a meeting

1. Persons with a temperature of 37.5 degrees Celsius and up or have symptoms that fall into fever
2. People with respiratory symptoms
3. People who have just traveled from risk countries (such as China, Hong Kong, Macau, Singapore, Japan, South Korea, Italy, Iran, U.S., France, Germany and not over 14 days or having close people traveling to the said risky countries

In addition, shareholders are still able to exercise their voting rights by proxy to other people or independent directors of the company to participate in meeting and vote on behalf including sending questions regarding the meeting agenda as usual from now until August 14, 2020.

The company is concerned about the health safety of all shareholders and attendees. Shareholders should consider exercising their rights to attend the shareholders' meeting by granting an independent director of the company to attend the meeting and vote instead of attending the meeting in person.

In addition, the company requests cooperation from shareholders wishing to attend this meeting that pass the initial screening to conduct throughout the meeting as follow:

- Always wear a mask.
- Always wash your hands thoroughly with soap or alcohol-gel.
- Avoid touching the face area (eyes, nose, mouth) with hands that have not been washed.
- Avoid touching and sharing used items with other people
- If having fever, coughing, runny nose, sore throat, wheezing please kindly leave the shareholders' meeting.

The company would like to thank all the shareholders very much and for your cooperation in strictly implementing the said measures and hope to have well co-operation by everyone from the implementation of the said measures.



Map, location, meeting place



The Grand Fourwings Convention Hotel Bangkok

333 Srinakarin Road, Huamark, Bangkok, Bangkok 10240 THAILAND

Tel: +66 (0) 2 378 8000 Mobile: ++66 (0) 95 370 8880 Fax: ++66 (0) 2 378 8081

E-mail: hotel@grandfourwings.com Website: www.grandfourwings.com



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