



(Translation)

Invitation to the Annual General Meeting of Shareholders Year 2024  
Zen Corporation Group Public Company Limited

Thursday 25 April 2024 at 9:00 hrs.

In the form of meeting via electronic media (E-Meeting)

Registration is open from 08.00 a.m.

Zen Corporation Group Public Company Limited requesting cooperation from shareholders and/or proxies Please find details on how to register for the E-Meeting meeting and provide proof of identity. as well as to study the voting method and the procedure for attending the meeting or consider appointing independent directors of the Company to attend the meeting and vote on their behalf.

Shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) via website or QR Code.

Scan QR Code	Link
	<a href="https://zen.thekoble.com/agm/emeeting/index/1">https://zen.thekoble.com/agm/emeeting/index/1</a>

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Zen Corporation Group Public Company Limited

Invitation letter to Annual General Meeting of Shareholders for the year 2024

At Zen 2567-005

25 March 2024

Subject: Invitation to the Annual General Meeting of Shareholders Year 2024

Dear Shareholders of Zen Corporation Group Public Company Limited

- Attachment
1. Copy of The Minutes of the 2023 Annual General Meeting of Shareholders
  2. Annual Report Year 2023 (56-1 One Report) and Financial Statements for the fiscal year ending December 31, 2023 (in QR code format)
  3. The backgrounds of the persons nominated for election as director to replace directors who retire by rotation
  4. Definition of Independent Director
  5. Articles of Association (only for the Shareholders Meeting)
  6. Rules and Procedures for Attending the Annual General Meeting of Shareholders via Electronic Media (E-AGM)
  7. Proxy Form for the Annual General Meeting of Shareholders Year 2024
  8. Information of independent directors proposed by the company as proxies
  9. Acceptance form for attending the meeting via electronic media
  10. Personal Data Protection Practice for the Shareholder's Meeting

The Board of Directors of Zen Corporation Group Public Company Limited has resolved to hold the Annual General Meeting of Shareholders 2024 on Thursday 25 April 2024 at 09.00 a.m. via an electronic meeting in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other related rules and regulations. In this regard, the Company has announced the invitation to minor shareholders to propose agenda via the website in advance from September 12, 2023 to December 31, 2023, it appears that no shareholder has proposed any agenda. The 2024 Annual General Meeting of Shareholders has the following agenda:

**Agenda 1** To acknowledge the Minutes of the 2023 Annual General Shareholders' Meeting

**Objectives and Reasons**

For shareholders to acknowledge the Minutes of the 2023 Annual General Meeting of Shareholders

**Opinion of the Board of Directors**

it is appropriate to propose to the shareholders' meeting to acknowledge (according to Attachment 1)

Votes for approvalThis agenda is for acknowledgment. Therefore, no votes.**Agenda 2 To acknowledge the Company's operating results report of year 2023**Objectives and Reasons

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 2023 (56-1 One Report) which represents the operating result of the year.

Opinion of the Board of Directors it is deemed appropriate to report the operating results of the year 2023 to the shareholders' meeting for acknowledgment.

Votes for approvalThis agenda is for acknowledgment. Therefore, no votes.**Agenda 3 To approve the audited Consolidated Financial Statement and Separate Financial Statement of the Company for the year ended December 31, 2023**Objectives and Reasons

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.

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, 2023, which has been audited and certified unconditionally from the auditor, and passed the consideration of the Audit and Corporate Governance Committee, and to be presented at the annual general meeting of shareholders for approval with overview as follows.

Transaction	Unit : Thousand Baht	
	Consolidated Financial Statement	Separate Financial Statement
Total Assets	3,239,849	1,575,489
Total Liabilities	1,760,983	188,064
Total Shareholders' Equity	1,478,866	1,387,425
Profit of the year	177,413	94,406
Total Comprehensive Income for the year	178,616	95,074
Basic Earnings per Share Attributable to Owners of the Parent (Baht)	0.53	0.31

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, 2023, which has been audited by the auditor and passed the consideration of the Audit and Corporate Governance 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 consider and approve profit allocation and dividend payment for the year 2023**

Objectives and Reasons            The Company has a policy to pay dividend to shareholders in the amount of not less than 50% 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.

For the year ended December 31, 2023, the Company has the retained earnings ,according to the separate financial statements, in the amount of 97.44 million baht. The Board of Directors has considered paying the annual dividend for the year 2023, in the amount of 90.00 million baht (at the rate of 0.30 baht per share). There is no need to allocate any additional reserve because the company has fully allocated as specified by law.

The annual dividend will be paid out from the unappropriated retained earnings in the part of the Company's net profit which is subjected to 20% corporate income tax and dividend received from subsidiaries which is subjected to 20% corporate income tax wherein individual shareholders shall be entitled to a dividend tax credit in the computation of tax under Section 47 bis of the Revenue Code.

The Record Date to entitle rightful shareholders who may receive the dividend will be on 11 March 2024. The payment of the dividend will be made on 15 May 2024

Opinion of the Board of Directors Approved to propose to the Annual General Shareholders' Meeting to approve the annual dividend payment for the year 2023

Comparing of Dividend payment for year 2022 and year 2023

List	2023 (proposed year)	2022
Net profit / (net loss )(Million Baht )	97.44	50.37
No. of Shares (Million shares)	300	300
Dividends paid (Baht / share )	0.30	0.16
- Interim dividend (Baht / share )	0.00	0.00
Annual dividend (Baht / share )	0.30	0.16
Total dividends paid (Million Baht )	90.00	48.00
Dividend Paid on Net Profit (%)	-	-

Votes for approval

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

**Agenda 5 To approve the appointment of directors to replace directors who retired by rotation in 2024**

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 2024, there are 4 directors who are retired by rotation as follow:

1. Mr. Sakkanon Chirathivat, Vice Chairman of the Board of Directors
2. Mr. Prawit Kijpaisalrattana, Independent Director
3. Prof.Dr. Wilert Puriwat, Independent Director
4. Mr. Chittapon Vivaddhanakasem, Director

For the selection of directors, during the period between 12 September 2023 and 31 December 2023, 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 2024 Annual General Meeting of Shareholders and no shareholder nominated a person to the company.

The Nomination and Remuneration Committee, of which the above interested directors did not participate in the consideration, has considered the nomination of suitable persons to propose to be elected as a director and an independent director of the company in replace of the director and independent director who has to retire from the position and has agreed that all 4 the directors who have to retire from the position, who are Mr. Sakkanon Chirathivat, Mr. Prawit Kijpaisalrattana, Prof.Dr. Wilert Puriwat 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 of them have 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 retired directors worked in full duty and have been very beneficial for the company. They are appropriate to be directors and independent directors of the Company

Opinion of the Board of Directors According to the meeting of Board of Directors no. 2/2024 on 23 February 2024, excluding directors who have an interest in this agenda, by passing a screening process in accordance with the criteria for nominating directors of the Board of Directors which has the opinion that all 4 directors are qualified persons suitable for the Company's business and the person who will be nominated to be an independent director has the qualifications of an independent director (details according to attachment number 4). The Board of Director meeting resolved to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the re-election of the directors who retire by rotation to be the directors and independent director 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 approve the remuneration of directors for the year 2024

### Objectives and Reasons

According to the Public Limited Companies Act BE 2535 and the amended Section 90 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, bonus, 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 to propose to 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 2024.

### Opinion of the Board of Directors

it is appropriate to propose to the shareholders' meeting for approval the Remuneration of Directors for year 2024 as follows:

Comparison of the remuneration for the Company's Directors and Sub-Committees between 2023 and 2024

Remuneration	2024 (Proposed Year)		2023	
	Fixed Remuneration (Baht / Month )	Meeting attendance Fee (Baht / Time)	Fixed Remuneration (Baht / Quarter )	Meeting attendance Fee (Baht / Time)
1.Board of Directors				
- Chairman of the Board of Directors	25,000	40,000	60,000	40,000
- Directors	15,000	25,000	40,000	25,000
2.Audit and Corporate Governance Committee				
- Chairman of Audit and Corporate Governance Committee	-	35,000	-	35,000
- Audit and Corporate Governance Committee Member	-	25,000	-	25,000



Remuneration	2024 (Proposed Year)		2023	
	Fixed Remuneration (Baht / Month )	Meeting attendance Fee (Baht / Time)	Fixed Remuneration (Baht / Quarter )	Meeting attendance Fee (Baht / Time)
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.Fixed remuneration and Meeting allowance totaling not more than	5,000,000		5,000,000	
9. Compensation and other benefits besides fixed remuneration and meeting allowances	Annual performance bonus at the rate 3% of dividend payment in 2024 in an amount not exceeding 3.6 million Baht and the Board of Directors has the authority to allocate the said bonus to the directors.		Annual performance bonus at the rate 3% of dividend payment from the performance results of the year 2023 in an amount not exceeding 2 million Baht and the Board of Directors has the authority to allocate the said bonus to the directors	
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 two-thirds of the total votes of the shareholders who attend the meeting.

**Agenda 7            To appoint Company's auditor and its relevant auditing fee for the year 2024**

**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 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**

Approved to propose to the 2024 Annual General Shareholders' Meeting to consider approving KPMG Phoomchai Audit Ltd. to be the auditor of the company for the year 2024 with the list of auditors as follows:

- 1) Miss. Marisa Tharathornbunpakul , Certified Public Accountant Registration No. 5752 and / or
- 2) Miss. Vilaivan Pholprasert, Certified Public Accountant Registration No. 8420 and / or
- 3) Miss. Natthasasin Wattanapaisarn , Certified Public Accountant Registration No. 10767

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 5,495,000 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 persons. 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 meeting grant authorized power of attorney to the Board of Directors to be able to appoint an auditor and determine additional audit fees as the Audit and Corporate Governance Committee has considered and approved and the auditor of the subsidiary uses the same auditor of the company.

In addition, Ms. Wilaiwan Pholprasert, have been the Company's auditors since 2020 and Ms. Marisa Tharathornbanpakul has been the Company's auditor since 2021 and Miss. Natthasasin Wattanapaisarn has never been the Company's auditor.

Comparison of audit fees between year 2023 and 2024

List	Year 2024 (proposed year) KPMG Phoomchai Audit Ltd.	Year 2023 KPMG Phoomchai Audit Ltd.	Increase (Decrease)
Audit fee (Baht)	5,495,000	5,185,000	310,000
Service fee (Baht)	- None -	None -	-

**Votes for approval**  
attend

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

**Agenda 8      To consider other matters (if any)**

The Company determines the list of shareholders who are eligible to attend the Annual General Meeting of Shareholders of year 2024 (Record Date) on Tuesday 11 March 2024.

We would like to invite the shareholders to attend the meeting via electronic media. according to the date and time mentioned above.

According to the company preparing the annual report year 2023 (56-1 One Report) or Proxy in the form of QR code, if shareholders wish to request the annual report year 2023 (56-1 One Report) or Proxy, please inform the name-surname with details of the delivery location to the company secretary at email: [corporatesecretary@zengroup.co.th](mailto:corporatesecretary@zengroup.co.th) by April 5, 2024.

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 email to the company secretary at E-mail: [corporatesecretary@zengroup.co.th](mailto:corporatesecretary@zengroup.co.th) or by fax 0-2019 -5000

**Minutes of the 2023 Annual General Meeting of Shareholders  
Zen Corporation Group Public Company Limited (“the Company”)**

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**Date, time, and place of the Meeting**

The 2023 Annual General Meeting of Shareholders (the “Meeting”) was convened on 27 April 2023, at 10:00 a.m. The meeting was organized via electronic media (E-AGM) in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and relevant laws and regulations, and was broadcasted from the meeting room, 1st floor, Zen Corporation Group Public Company Limited, 662 Soi Onnuch 17, Suan Luang Sub District, Suan Luang District, 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 / Risk Management Committee
3. Mr. Prawit Kijpaisalrattana	Independent Director / Chairman of the Audit and Corporate Governance Committee / Chairman of Nomination and Remuneration Committee
4. Mrs. Jotika Savanananda	Independent Director / Audit and Corporate Governance Committee / Nomination and Remuneration Committee
5. Mr. Wilert Puriwat	Independent Director / Chairman of Marketing and Sustainable Development Committee / Nomination and Remuneration Committee
6. Mr. Chavalit Chindavanig	Independent Director / Chairman of Risk Management Committee / Audit and Corporate Governance Committee
7. Mr. Boonyong Tansakul	Director / Chairman of the Executive Committee / Risk Management Committee / Chief Executive Officer
8. Miss Jomkwan Chirathivat	Director / Executive Committee / Marketing and Sustainable Development Committee
9. Mr. Chittapon Vivaddhanakasem	Director / Executive Committee / Risk Management Committee
10. Mr. Siruwat Chatchawan	Director / Executive Committee / Marketing and Sustainable Development Committee
11. Mr. Steven David Halliday	Director / Risk Management Committee

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

**Management Present**

1. Mrs. Yupaphan Ekasittikul	Chief Financial Officer
------------------------------	-------------------------

- |    |                       |                           |
|----|-----------------------|---------------------------|
| 2. | Ms. Mayuree Jitrakorn | Chief Marketing Officer   |
| 3. | Mr. Songwut Buakhem   | Head of Management Office |
| 4. | Miss. Oraya Uesakul   | Corporate Secretary       |

**Auditor of the company attending the meeting**

- |    |                          |                           |
|----|--------------------------|---------------------------|
| 1. | Mr. Thanit Osathalert    | KPMG Phoomchai Audit Ltd. |
| 2. | Ms. Nichada Chaichuchote | KPMG Phoomchai Audit Ltd. |
| 3. | Mr. Nattakorn Chunkoh    | KPMG Phoomchai Audit Ltd. |

**Vote Counting Auditor**

Mr. Songwut Buakhem

**MC**

Mrs. Warunchaya Khantiratchakul

**The meeting starts at 10:00 am**

The MC welcomed the shareholders into the 2023 Annual General Meeting of Shareholders of Zen Corporation Group Public Company Limited, via electronic media (E-AGM). After that, he 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 of 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 3, Agenda 4, Agenda 5, and Agenda 7 must be approved with a majority vote of shareholders attending and votes. The votes are counted as only agree or disagree.
- (2) Resolution in agenda 6 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. Electronic voting method

- (1) Since this meeting is a meeting via electronic media. Therefore, no ballot papers were printed.
- (2) For voting, the shareholders go to the E-Voting window to vote for each agenda within the specified time (1 minute). After clicking on the voting option, the system will pop-up requesting confirmation of the vote and the shareholders must press agree to confirm the vote. In case the shareholders wish to change the voting,

they can do so by clicking on the new vote again. But if the agenda has been closed shareholders will not be able to vote or change their voting.

- (3) When you have finished voting, please return to the E - meeting window to continue watching the video of the meeting. The staff will collect all the votes from the voting system.
- (4) Shareholders who do not vote in any agenda will be considered to have voted approve for that agenda.
- (5) In counting the votes, the company will count the votes of the shareholders who attended the meeting via electronic media and the votes of shareholders' proxy. The Company will deduct the votes of the shareholders who disapprove and abstain off the total votes of shareholders who attend the meeting and have the right to vote.

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. Method to ask questions

The Company provides shareholders an opportunity to submit questions about the agenda of the Annual General Meeting of Shareholders to the Company in advance. In addition, before voting on each agenda, the company will provide the shareholders an opportunity to ask questions related to the agenda as appropriate. Any shareholder who wishes to ask questions can do so by going to the Chat menu in the E - meeting window to type a message and send a question to the system or raise your hand by pressing the hand symbol. Before making inquiries, shareholders shall provide their name and surname clearly and specify whether being shareholder or proxy in order to be recorded in the minutes correctly.

9. A voided ballot will be considered in case that the vote on the proxy meets one of the following conditions:

- (1) Vote more than 1 choice
- (2) Edit the vote but not signed
- (3) There is a separate vote (except custodians)

For transparency of vote counting, Mr. Songwut Buakhem would be vote counting auditor for this AGM meeting.

MC introduced the directors, management, auditors and vote counting 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 244 shareholders attending the meeting in person and by proxy, representing 228,258,501 shares or 76.0862 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 2023 of Zen Corporation Group Public Company Limited and proceed the meeting agenda. There were 4 shareholders and proxies, holding a total of 938,000 shares, gradually attending the meeting and voting after the meeting started.

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

#### **Agenda 1 To acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders**

The Chairman proposed the Meeting to acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders of Zen Corporation Group Public Company Limited, which was held on 28 April 2022. 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 and no shareholder had questions or expressed their opinions.

#### **Resolution of the Meeting**

The meeting acknowledged the Minutes of the 2022 Annual General Meeting of Shareholders of Zen Corporation Group Public Company Limited as proposed. This agenda was reporting for the meeting's acknowledgement, therefore there was no vote casting.

#### **Agenda 2 To consider and acknowledge the operating results for year 2022**

The Chairman invited the Chief Financial Officer, to report the Company's operating results for the year 2022 to shareholders. The Chief Financial Officer reported the Company's performance for the year 2022 as follows.

1. Year 2022 Key Highlights
  - 1) Made the highest financial performance compared to the past, since pre-covid-19 periods with total revenue grew 51% and net profit grew 268% from last year
  - 2) Expand Outlets, Establish New Model and Refresh Brand
    - Total 45 new opened branches (25 Equity-owned and 20 Franchise branches)
    - Opened 1st new sub-brand, AKA Shabu
    - Opened 1st AKA Yakiniku domestic franchise branch
    - Refresh Brand On-The-Table
  - 3) Successful retail business and diversify business creating growth for the Group
2. The main business of the company comprised of 5 pillars, namely 1) restaurant business 2) franchise business 3) food delivery business 4) retail businesses and 5) new business / merger and acquisition. In the year 2022, the company has the income structure of each business as follows:
  - Revenue from restaurant business 74%
  - Revenue from franchise business 7%
  - Revenue from food delivery 7%



- Revenue from retail business 11%
  - Other revenue 1%
3. At the end of 2022, The Group has an income of 3,413 million baht, an increase of 1,158 million baht from 2021 and a profit of 154 million baht, an increase of 246 million baht from the previous year from the recovery of the restaurant business after the end of the COVID-19 control measures and from the opening of new branches expansion of retail business including more efficient cost and expense management.
4. Corporate Achievement in Year 2022
- Achieved a 5-star or “excellent” rating on corporate governance for the 2nd year.
  - 7 subsidiaries have been certified as members of the Private Sector Collective Action Coalition Against Corruption (CAC).
  - Received the Outstanding Sustainability Model Organization in the Thai Capital Market for Supporting Persons with Disabilities of the Year 2022
  - Assessed as a Sustainable Stock (THSI) for the second year

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

Ms. Sirinya Kittiwanchkul, a shareholder, asked how much the company set the revenue target for the year 2023 and what percentage of growth and the growth come from what channels?

Chief Financial Officer explained that there is a target of 30% revenue growth from 2022, with the main income from the food business.

Ms. Jirattikarn Phromsit, a shareholder, asked how much the company plans to grow the retail business in 2023.

The Chairman informed the meeting that the business plan for 2023 was not on the agenda, so he would not answer this question.

Mr. Prasit Suesattayasilp, a shareholder, asked whether the growth rate in any business grows especially or be the top two growing business in 2023

The Chairman informed the meeting that information for the year 2022, Chief Financial Officer has already presented at the meeting. For the business plan in the year 2023, it was not included in the agenda of the meeting, so he would not answer this question.

#### **Resolution of the Meeting**

The Meeting acknowledged the Company's operating results for the year 2022 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 for the fiscal year ending December 31, 2022**

The Chairman invited the Chief Financial Officer to present this agenda to the shareholders. The Chief Financial 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 2022 which has been audited and certified unconditionally by the auditor and passed the consideration of the Audit and Corporate Governance Committee and the Board of Directors. She proposed to the annual general meeting of shareholders for approval of the company's 2022 financial statement and explained an overview of financial position as follows:

Unit: Thousand Baht

	Consolidated Financial Statements	Separate Financial Statements
Total Assets	2,824,326	1,537,405
Total Liabilities	1,478,064	197,054
Total Shareholders' Equity	1,346,262	1,340,351
Profit of the year	172,403	34,402
Profit attributable to the parent company	153,907	34,402
Basic Earnings per Share (Baht)	0.57	0.11

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions and no shareholder had questions or expressed their opinions. The Chairman then asked the meeting to vote.

**Resolution of the Meeting**

The meeting approved the consolidated and separated of the Financial Statements for the fiscal year ending December 31, 2022 by the majority vote of shareholders who attended and casted their votes as follows:

Approved	228,911,201	Votes	equivalent to	100%
Disapproved	0	Votes	equivalent to	0%
Voided Ballot	0	Votes		
Abstained	35,300	Votes		

**Agenda 4 To consider and approve profit allocation and dividend payment for the year 2022**

The Chairman invited the Chief Financial Officer to present this agenda to the shareholders. The Chief Financial 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 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 a suitable dividend payment that will not significantly affect the normal business operations of the Company.

For the year ended December 31, 2022, the Company has the retained earnings, according to the separate financial statements, in the amount of 50.37 million baht. The Board of Directors has considered paying the annual dividend for the year 2022, in the amount of 48.00 million baht (at the rate of 0.16 baht per share). There is no need to allocate any additional reserve because the company has fully allocated as specified by law.

The annual dividend will be paid out from net profit and the unappropriated retained earnings in the part of the Company's net profit which is subjected to 20% corporate income tax and dividend received from subsidiaries which is subjected to 20% corporate income tax wherein individual shareholders shall be entitled to a dividend tax credit in the computation of tax under Section 47 bis of the Revenue Code.

The Record Date to entitle rightful shareholders who may receive the dividend will be on 14 March 2023. The payment of the dividend will be made on 15 May 2023.

In addition, the Chief Financial Officer presented dividend payment information comparing year 2021 and year 2022 to the meeting as follow:

List	2022 (Proposed Year)	2021
Retained Earnings (Million Baht )	50.37	14.96
No. of Shares (Million shares)	300	300
Dividends paid (Baht / share )	0.16	-
- Interim dividend (Baht / share )	0.00	-
- Annual dividend (Baht / share )	0.16	-
Total dividends paid (Million Baht )	48.00	-
Dividend Paid on Net Profit (%)	-	-

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions and no shareholder had questions or expressed their opinions. The Chairman then asked the meeting to vote.

#### **Resolution of the Meeting**

The meeting resolved to approve no dividend payment for the year 2022 by the majority vote of shareholders who attended and casted their votes as follows:

Approved	228,946,501	Votes	equivalent to	100%
Disapproved	0	Votes	equivalent to	0 %
Voided Ballot	0	Votes		
Abstained	0	Votes		

#### **Agenda 5 To approve the appointment of directors to replace directors who retired by rotation in 2023**

The Chairman invited the Chairman of Nomination and Remuneration Committee, to present this agenda to the shareholders. The Chairman of Nomination and Remuneration Committee presented to the meeting that 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.

Moreover, 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 the 2023 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation as follow:

5. Mrs. Jotika Savanananda, Independent Director
6. Mr. Boonyong Tansakul, Director
7. Mr. Steven David Halliday, Director
8. Mr. Siruwat Chatchaval, Director

For the selection of directors, during the period between September 9, 2022 and December 31, 2022, 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 2023 annual general meeting of shareholders and no shareholder nominated a person to the company.

The Nomination and Remuneration Committee, 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 and has agreed that all of the 4 directors who have to retire from the position, who are Mrs. Jotika Savanananda, Mr. Boonyong Tansakul, Mr. Steven David Halliday, and Mr. Siruwat Chatchaval, 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.

According to the Board of Directors Meeting No. 2/2023 on February 27, 2023, 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 2023 to consider and approve the re-election of the directors who retire by rotation to be the directors for another term.

In order to promote good corporate governance of the company, the directors who retired by rotation for the year 2023 were not present at the meeting while considering this agenda.

The Chairman provided shareholders the opportunity to ask questions and express their opinions, but no shareholder had questions or comment.

The Chairman of Nomination and Remuneration Committee requested the meeting to vote for appointment of the 4 directors individually.

#### **Resolution of the Meeting**

The meeting approved the reelection of four Directors to replace those who retired by rotation for another term, namely: 1) Mrs. Jotika Savanananda 2) Mr. Boonyong Tansakul 3) Mr. Steven David Halliday and 4) Mr. Siruwat Chatchaval by the majority vote of shareholders who attended and casted their votes as follows:

(1)	Mrs. Jotika Savanananda reelected as independent Director				
	Approved	228,946,501	Votes	equivalent to	100%
	Disapproved	0	Votes	equivalent to	0%
	Voided Ballot	0	Votes		
	Abstained	0	Votes		
(2)	Mr. Boonyong Tansakul reelected as Director				
	Approved	228,946,501	Votes	equivalent to	100%
	Disapproved	0	Votes	equivalent to	0%
	Voided Ballot	0	Votes		
	Abstained	0	Votes		
(3)	Mr. Steven David Halliday reelected as Director				
	Approved	228,946,501	Votes	equivalent to	100%
	Disapproved	0	Votes	equivalent to	0%
	Voided Ballot	0	Votes		
	Abstained	0	Votes		
(4)	Mr. Siruwat Chatchaval reelected as Director				
	Approved	228,946,501	Votes	equivalent to	100%
	Disapproved	0	Votes	equivalent to	0%
	Voided Ballot	0	Votes		
	Abstained	0	Votes		

## Agenda 6 To approve the remuneration of directors for the year 2023

The Chairman invited the Chairman of Nomination and Remuneration Committee, to present this agenda to the shareholders. The Chairman of Nomination and Remuneration Committee presented to the meeting that 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 2023 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
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#### 4. Sub-committee members

- Meeting allowance	25,000 Baht / person / time
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#### 5. Total quarterly remuneration and meeting allowance are not exceeding 5,000,000 Baht

6. Annual performance bonus at the rate of 3% of dividend payment to shareholders from the performance results of the year 2023 in an amount not exceeding 2 million Baht and the Board of Directors has the authority to allocate the said bonus to the directors.

7. Directors who take executive position will not receive remuneration for holding various positions in the Board of Directors and sub-committees

Non-financial Remuneration - none -

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

Comparison of director remuneration for the year 2022 and 2023

Remuneration	2023 (Proposed Year)		2022	
	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 and Corporate Governance Committee				
- Chairman of Audit and Corporate Governance Committee	-	35,000	-	35,000
- Audit and Corporate Governance 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	-	25,000	-	25,000

Remuneration	2023 (Proposed Year)		2022	
	Quarterly Remuneration (Baht / Quarter)	Meeting attendance Fee (Baht / Time)	Quarterly Remuneration (Baht / Quarter)	Meeting attendance Fee (Baht / Time)
Member				
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	5,000,000		5,000,000	
9. Compensation and other benefits besides quarterly remuneration and meeting allowances	Annual performance bonus at the rate of 3% of dividend payment to shareholders from the performance results of the year 2023 in an amount not exceeding 2 million Baht and the Board of Directors has the authority to allocate the said bonus to the directors.		Annual performance bonus at the rate of 3% of dividend payment to shareholders from the performance results of the year 2022 in an amount not exceeding 2 million Baht and the Board of Directors has the authority to allocate the said bonus to the directors.	
10. Non-financial remuneration	-None-		-None-	

Remark: In 2022, the Company paid the quarterly remuneration and meeting allowance in the amount of 4,210,000 Baht and no bonus payment

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions and no shareholder had questions or expressed their opinions. 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 2023 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. Total quarterly remuneration and meeting allowance was not exceeding 5,000,000 Bath

6. Annual performance bonus at the rate of 3% of dividend payment to shareholders from the performance results of the year 2023 in an amount not exceeding 2 million Baht and the Board of Directors has the authority to allocate the said bonus to the directors.

7. Directors who take executive position did not receive remuneration for holding various positions in the Board of Directors and sub-committees

Non-financial Remuneration - none -

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	228,946,501	Votes	equivalent to	100%
Disapproved	0	Votes	equivalent to	0%
Voided Ballot	0	Votes		
Abstained	0	Votes	equivalent to	0%

#### **Agenda 7 To appoint Company's auditor and its relevant auditing fee for the year 2023**

The Chairman invited the Chairman of Audit and Corporate Governance Committee, to present this agenda to the shareholders. The Chairman of Audit and Corporate Governance Committee presented to the meeting that 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.

The Board of Directors resolved to proposed to the shareholders' meeting to approve the appointment of KPMG Phoomchai Audit Ltd. to be the auditor of the company for the year 2023 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) Miss. Marisa Tharathornbunpakul, Certified Public Accountant Registration No. 5752

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 5,185,000 Baht (Five million one hundred and eighty-five thousand 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 and Corporate Governance Committee's Approval.

Comparison of audit fees between year 2022 and 2023

List	Year 2023 (proposed year) KPMG Phoomchai Audit Ltd.	Year 2022 KPMG Phoomchai Audit Ltd.	Increase / (Decrease)
Audit fee (Baht)	5,185,000	5,000,000	185,000
Service fee (Baht)	- None -	- None -	-

The Chairman provided an opportunity to the shareholders to ask questions and express their opinions and no shareholder had questions or expressed their opinions. The Chairman then asked the meeting to vote.

**Resolution of the Meeting**

The meeting resolved to approve an appointment of KPMG Phoomchai Audit Ltd. to be the auditor of the company for the year 2023 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. Miss. Marisa Tharathornbunpakul, Certified Public Accountant Registration No. 5752

Any of the above persons may be the auditor and provide opinions on the financial statements of the company. and approved relevant auditing fee for the year 2023 in the amount not exceeding 5,185,000 Baht (Five million one hundred and eighty-five thousand baht) which does not include other expenses that will occur during the service of the company (Out of Pocket Expense). 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, shareholders grant authorized power of attorney to the Board of Directors to be able to appoint an auditor and determine additional audit fees.

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

Approved      228,946,501      Votes      equivalent to      100%

Disapproved	0	Votes	equivalent to	0%
Voided Ballot	0	Votes		
Abstained	0	Votes		

#### Agenda 8 To consider other matters (if any)

The Chairman informed the meeting that any shareholder has additional questions or suggestions and there was one shareholder ask question.

Mr. Wichakorn Sangwanprakaisang, a shareholder, asked the following questions:

1. What is the strategy for increasing SSSG both ways to increase pay per bill and increase traffic?
2. What is the target percentage of SG&A per sales and which part of the cost can be reduced?
3. Does the Company have a plan to make a brand that is more mass, such as the middle-lower level?
4. What is the approximate investment budget for year 2023 in renovation of existing stores?
5. In the future, what kind of M&A is the Company interested in? (e.g. Dine in or retail, etc.)

Chief Financial Officer explained as follows.

1. The Company has a promotion strategy to better match the target customer group and expected that in 2023, SSSG will be higher than the previous year. For example, the On the Table brand has launched a Tea Bar to increase ticket size.

2. Because the information has a lot of detailed. The company reserves the right to answer questions that affect the disclosure of the company's information.

3. Because the information has a lot of detailed. The company reserves the right to answer questions that affect the disclosure of the company's information.

4. The investment budget for the year 2023 will be both for new branches and renovating existing branches.

5. M&A is the main pillar in the business plan. In 2022, the company entered into an M&A with King Marine Food Company Limited. In 2023, it is under consideration and no conclusions have been made.

With no other matter to consider, the Chairman therefore thanked to all shareholders and announced the closing of the meeting at 11.10 hrs.




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(Mr. Paitoon Taveebhol)

Chairman of The Meeting

The 2023 Annual Report (Form 56-1 One Report)  
and the Company's financial statements for the year ended 31 December 2023 in form of QR Code

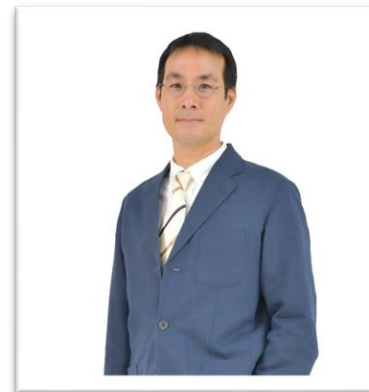
Any shareholder can access the Invitation Letter of the 2024 Annual General Meeting of the Shareholders and all related documents at the Company's website at <https://zengroup.co.th/> under the section "Investor Relations" > "Shareholders' Meeting" since 25 March 2024. Shareholder can send questions about the agenda of the 2024 Annual General Meeting of Shareholders in advance at the Company Secretary department, Zen Corporation Group Public Company Limited at 662 Soi Onnuch 17 Suanluang Bangkok 10250 or via e-mail at [corporatesecretary@zengroup.co.th](mailto:corporatesecretary@zengroup.co.th)



The 2023 Annual Report (Form 56-1 One Report) in form of QR Code

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

**Name :** Mr. Sakkanon Chirathivat  
**Age :** 46 Years  
**Nationality:** Thai  
**Current Position :** Vice Chairman of the Board of Directors  
 Risk Management Committee  
 Nomination and Remuneration Committee



**Date of appointment as a director :** February 20, 2019

**No. of years in position :** 5 years

**Education :**

	Bachelor of Architecture, University of Westminster, England
	Master of Housing and Urbanism AA School of Architecture, England
	Master of Business Administration, Sasin Graduate Institute of Business Administration of Thailand

**Training course :**

	Director Certification Program (DCP) Thai Institute of Directors (IOD) Class of 211/2015
	Ethical Leadership Program (ELP) Thai Institute of Directors (IOD) Class of 7/2017
	Role of the Chairman Program (RCP) Thai Institute of Directors (IOD) Class of 50/2022
	Strategic Board Master Class (SBM) Class of 12/2023

**Work Experience :**

2014 – Present	Vice Chairman of the Board of Directors / Nomination and Remuneration Committee / Risk Management Committee Zen Corporation Group Public Company Limited
2016 - Present	Director Zen and Spicy Company Limited
2016 - Present	Director Spice Synergy Company Limited
2016 - Present	Director Food Active Company Limited
2015 - Present	Director AGB Family Holding Company Limited
2015 - Present	Director AGB Siblings Holding Company Limited
2015- Present	Director Zen Supply Chain Management Company Limited
2015 - Present	Director Suan Saladaeng Company Limited
2013 - Present	Director Tokyo Concepts Company Limited

2013 - Present	Director Gyu Grill Group Company Limited
2013 - Present	Director Aka Inter Foods Company Limited
2011 - Present	Director Zen Restaurant Holding Company Limited
2006 - Present	Director Terra Cottage Company Limited
2006 - Present	Director Canyon Cottage Company Limited
2014 - 2018	Chief Executive Officer Zen Corporation Group Public 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 : 30.75 %

Family Relation between Directors and Executives : Being a sibling of Miss Jomkwan Chirathivat, who is a director and executive of the Group

Position in other listed companies : -None-

Positions in other non-listed companies : 13 companies

Other position in other company doing business of a similar nature competing with the Company that may cause a conflict of interest : -None-

No. of time(s) to attend the meeting in 2023 :	Board of Director	8/8	times
	Risk Management Committee	4/4	times
	Nomination and Remuneration Committee	3/3	times

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

Type of directors proposed to be appointed Director

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

Name : Mr. Prawit Kijpaisalrattana  
 Age: 70 Years  
 Nationality : Thai  
 Current Position : Independent Director  
 Chairman of Audit and Corporate  
 Governance Committee  
 Chairman of the Nomination and  
 Remuneration Committee



Date of appointment as a director : February 20, 2019

No. of years in position : 5 years

Education :

	Bachelor of Accounting,Thammasat University, Thailand
	Master of Accounting,Thammasat University, Thailand

Training course :

	Board Nomination and Compensation Program (BNCP) Thai Institute of Directors (IOD) Class of 7/2019
	Director Accreditation Program (DAP) Thai Institute of Directors (IOD) Class of 120/2015
	Advanced Audit Committee Program (AACP) Thai Institute of Directors (IOD) Class of 30/2018

Work Experience :

2014 - present	Independent Director / Chairman of the Audit and Corporate Governance Committee / Chairman of the Nomination and Remuneration Committee Zen Corporation Group Public Company Limited
2018 - present	Independent Director/Chairman of the Audit Committee Thai Eastern Group Holdings Company Limited
2015 - 2020	Director Baan Suay Group (Suratthani) Public Company Limited
2013 - 2014	Cooperative Chairman Beef cattle cooperatives

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: 1 companies

Positions in other non-listed companies : -None-

Other position in other company doing business  
of a similar nature competing with the Company  
that may cause a conflict of interest: -None-

No. of time(s) to attend the meeting in 2022 :	Board of Director	8/8	times
	Audit and Corporate Governance Committee	9/9	times
	Nomination and Remuneration Committee	3/3	times

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

Type of directors proposed to be appointed Independent Director



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

**Name :** Prof.Dr. Wilert Puriwat  
**Age :** 56 Years  
**Nationality :** Thai  
**Current Position :** Independent Director  
 Chairman of the Marketing and Sustainable Development Committee  
 Nomination and Remuneration Committee



**Date of appointment as a director :** February 20, 2019

**No. of years in position :** 5 years

**Education:**

	Bachelor's Degree in Finance and Banking (honor) Chulalongkorn University, Thailand
	Master of Marketing, Thammasat University, Thailand
	Master's Degree in Private and Public Management, Yale University, USA
	Ph.D. in Management, University of Oxford, England

**Training course :**

	Director Accreditation Program (DAP) Thai Institute of Directors (IOD), Class of 137/2017
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**Work Experience :**

2015 - Present	Independent Director / Chairman of the Marketing and Sustainable Development Committee / Nomination and Remuneration Committee Zen Corporation Group Public Company Limited
2022 - Present	Independent Director / Audit Committee KIJCHAROEN ENGINEERING ELECTRIC PUBLIC COMPANY LIMITED
2019 - Present	Dean of Faculty of Commerce and Accountancy Chulalongkorn University
2018 - 2019	Audit Committee Zen Corporation Group Public Company Limited
2010 – 2019	Head of Marketing Department Chulalongkorn University
2010 - 2015	Consultant Spa Haku Hodo 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 :

1 companies

Positions in other non-listed companies:

-None-

Other position in other company doing business  
of a similar nature competing with the Company  
that may cause a conflict of interest:

-None-

No. of time(s) to attend the meeting in 2023 :

Board of Director

8/8

times

Marketing and Sustainable

Development Committee

4/4

times

Nomination and Remuneration Committee

3/3

times

Prohibited characteristics provided  
under Public Limited Companies Act:

-None-

Type of directors proposed to be appointed

Independent Director

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

**Name :** Mr. Chittapon Vivaddhanakasem  
**Age :** 44 Years  
**Nationality :** Thai  
**Current Position :** Director  
 Executive Committee  
 Risk Management Committee



**Date of appointment as a director :** February 20, 2019  
**No. of years in position :** 5 years

**Education :**

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

**Training course :**

	Director Accreditation Program (DAP) Thai Institute of Directors (IOD), Class of 116/2015
	Financial Statements for Directors (FSD) Thai Institute of Directors (IOD), Class of 46/2022
	Director Certification Program (DCP) Thai Institute of Directors (IOD), Class of 321/2022
	Risk Management Program for Corporate Leaders (RCL) Thai Institute of Directors (IOD), Class of 31/2023

**Work Experience :**

2023 - Present	Chief Operating Officer (Acting) Zen Corporation Group Public Company Limited
2023 - Present	Chief Operating Officer (Acting) Spice Synergy Company Limited
2023 - Present	Chief Operating Officer (Acting) Zen and Spicy Company Limited
2023 - Present	Chief Operating Officer (Acting) Zen Supply Chain Management Company Limited
2023 - Present	Chief Operating Officer (Acting) Zen Restaurant Holding Company Limited
2023 - Present	Chief Operating Officer (Acting) Tokyo Concept Company Limited
2023 - Present	Chief Operating Officer (Acting) Gyu Grill Group Company Limited
2023 - Present	Chief Operating Officer (Acting) Aka Inter Foods Company Limited
2023 - Present	Director King Marine Foods Co., Ltd.
2020 - Present	Executive Director / Risk Management Committee / Chief People Officer Zen Corporation Group Public

	Company Limited
2020 - Present	Chief People Officer Spice Synergy Company Limited
2020 - Present	Chief People Officer Zen and Spicy Company Limited
2020 - Present	Chief People Officer Zen Supply Chain Management Company Limited
2020 - Present	Chief People Officer Zen Restaurant Holding Company Limited
2020 - Present	Chief People Officer Tokyo Concept Company Limited
2020 - Present	Chief People Officer Gyu Grill Group Company Limited
2020 - Present	Chief People Officer Aka Inter Foods Company Limited
2018 - Present	Director Ready Set Go Company Limited
2016 - Present	Director Spice Synergy Company Limited
2016 - Present	Director Zen and Spicy Company Limited
2015 - Present	Director Zen Supply Chain Management Company Limited
2014 - Present	Director Zen Corporation Group Public Company Limited
2014 - Present	Director Zen Restaurant Holding Company Limited
2014 - Present	Director Tokyo Concept Company Limited
2013 - Present	Director Gyu Grill Group Company Limited
2013 - Present	Director Aka Inter Foods Company Limited
2010 - Present	Director Haad Samran Company Limited
2019 - 2020	Marketing and Sustainable Development Committee Zen Corporation Group Public 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 : 1.47 %

Family Relation between Directors and Executives : -None-

Position in other listed companies : -None-

Positions in other non-listed companies : 10 companies

Other position in other company doing business  
of a similar nature competing with the Company  
that may cause a conflict of interest: -None-

No. of time(s) to attend the meeting in 2023 : Board of Director 8/8 times  
Executive Committee 16/18 times

Risk Management Committee

4/4 times

Prohibited characteristics provided  
under Public Limited Companies Act :

-None-

Type of directors proposed to be appointed

Director

### 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.

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.

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 position by one-third (1/3) of the number of all directors. 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.

The statements in the first paragraph shall not affect the rights of the directors appointed from the Company's employees to receive remuneration and benefits as an employee 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 Company's fiscal year.

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.

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).

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.

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.

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.

Article 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.

Article 33 At the shareholders' meeting, whether face-to-face or via electronic means, 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 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.

Article 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:

- (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.
- (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.
  - (2.1) Sales or transfer of all or essential parts of the Company's business to other parties
  - (2.2) Purchase or obtaining a transfer of business from a private company or other public companies to belong to the Company
  - (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.
  - (2.4) Amendment of the memorandum or the Articles of Association of the Company
  - (2.5) Increasing or decreasing the registered capital of the Company
  - (2.6) Dissolution
  - (2.7) Issuance of corporate debentures
  - (2.8) Merger of companies with other companies

(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.

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

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

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 17 April 2024. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent one days in advance of the meeting date.

#### Requesting to attend the meeting via electronic media

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

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

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

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 9) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

#### 2.1 Shareholders who are individual persons:

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

- A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

## 2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting via electronic media (E-Meeting) by himself/herself
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting via electronic media (E-Meeting)
  - The Proxy Form (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly with duty stamp 20 baht.
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
  - Copy of the identity document of the proxy as in the case of individual persons as mentioned above.

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

## 3. Submit the documents requesting to attend the meeting via electronic media (item 1) and identity proved document together with supporting documents (item 2) by sending to the Company within 17 April 2024.

- Via Email : corporatesecretary@zengroup.co.th
- Via Postal : Zen Corporation Group Public Company Limited 662 Soi Onnuch 17 Suanluang Bangkok 10250

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

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
	<a href="https://zen.thekoble.com/agm/emeeting/index/1">https://zen.thekoble.com/agm/emeeting/index/1</a>

2. Fill in the information of shareholders:

1. Securities holder account number;
2. Name (do not include a title) If the shareholder is a juristic person, do not fill in this field;
3. Last Name (In case the shareholder is a juristic person, enter the name of the juristic person in the last name field);
4. ID card number;
5. Choose to accept the terms and consent to access to personal information;
6. Press "Confirm"

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

1. Name - Surname (English);
2. Email to receive a link to attend the meeting;
3. Mobile phone number;

In case shareholders attend the meeting in person : Specify the mobile phone number of the shareholder.

In case of proxy: Specify the mobile phone number of the proxies to use in attending the meeting.

4. Select the attendance type:
  - i. Attend the meeting by himself/herself via E-AGM;
  - ii. Proxy to the individual persons to attend the meeting via E-AGM;
  - iii. Proxy to an independent director;
5. Press "Next"

**In the case of shareholders attending the meeting by himself/herself**

**Prepare to attach supporting documents to verify the identity of the shareholders.**

- 1.1 Copy of ID card, passport copy, copy of government-issued card
- 1.2 Other documents such as company certificate
- 1.3 Press "Next";
- 1.4 The system will display a message "Information received successfully," check the name, surname, and number of shares again;
- 1.5 Close the window, ending the meeting request.

**In the case of proxy the individual person to attend the meeting via E-AGM:**

**Prepare to attach supporting documents to verify the identity of the shareholders.**

- 1.1 Copy of ID card, passport copy, copy of government-issued card
- 1.2 Other documents such as company certificate
- 1.3 Press "Next";
- 1.4 Provide the recipient information and attach supporting documents.
  - a. Name-surname of the proxy (Thai language);
  - b. Name-surname of the proxy (English);
  - c. Attach a copy of the proxy's identity document;
  - d. Attach the proxy form with complete information and signature;
- 1.5 Press "Next";
- 1.6 The system will display a message "Information received successfully," check the name, surname, and number of shares again;
- 1.7 Close the window, ending the meeting request.

**In the case of proxy to an independent director:**

1. Prepare to attach supporting documents to verify the identity (Like in the case of shareholders attending the meeting by himself/herself);
2. Attach the completed and signed proxy form;
3. Press "Next";

4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close the window, ending the meeting request.

Remark: The system for receiving the request to attend the meeting will be open for operation from 5 April 2024 to 18 April 2024 or until the meeting is started. (The system does not open on Saturdays, Sundays, and public holidays.)

#### Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies inform to attend the meeting and have been fully verified, you will receive an Email from the meeting service provider, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the 24 April 2024, please inform the Company immediately.
2. You will need to prepare these information to log in.  
In case of shareholders attending the meeting in person: Shareholder's account number (securities holder registration number) and shareholders' id card number.  
In case of proxies: Id card number and mobile phone number of the proxies.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

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

IOS system	Android system
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

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



5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If meeting attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

**\*\*\* This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. \*\*\***

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

If a shareholder cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wishes to appoint an independent director as a proxy Please send the proxy form. (Attachment 7) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company within the 17 April 2024 via the following channels:

- By Email: [corporatesecretary@zengroup.co.th](mailto:corporatesecretary@zengroup.co.th)
- By mail : Zen Corporation Group Public Company Limited 662 Soi Onnuch 17 Suanluang Bangkok 10250

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

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

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly, with stamp duty of 20 bah.
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).

3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true and correct copy;
6. Submit information via the following channels:
  - By Email: corporatesecretary@zengroup.co.th
  - By mail : Zen Corporation Group Public Company Limited 662 Soi Onnuch 17 Suanluang Bangkok 10250

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date through the following channels:
  - By Email: corporatesecretary@zengroup.co.th
  - Telephone: 02-0195000 # 970
  - By mail : Zen Corporation Group Public Company Limited 662 Soi Onnuch 17 Suanluang Bangkok 10250
2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
  - Chat channel for text messages;
  - Audio chat channels, where attendees press the hand button and turn on the microphone on their device. After the system operator sends you an invitation to have a conversation, please turn off the microphone after every conversation (more details can be found in the meeting attendance guide sent to the attendee's email address).

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

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

#### **In case of Shareholder pass away**

The trustee who attend the meeting or proxy another person to attend the meeting. bring the court order to be appointed as the trustee signed by the competent authority not over 1 year is required to be presented.

#### **In the case of a child shareholder**

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 child shareholder is required to be presented.

#### **In the case of a shareholder who is incompetent or quasi-incompetent**

The guardian attend the meeting by themselves or proxy to attend the meeting and need to present a court order to be appointed as a guardian or person that is certified by the competent authorities.

#### **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 prefix, the name or the surname, please show document to proof of such change.
3. Documents that are not prepared in Thai or English, the shareholder must prepare an English translation attached, and to shareholders /legal shareholder representative such as trustee / legitimate representative / curator / custodian 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.

#### **Voting procedures and electronic vote counting procedure**

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

## 1. Electronics voting procedures

1. The company uses the E-Voting system to vote on each agenda. by attendees can choose to vote "Agree", "Disagree" and "Abstain". For the agenda for acknowledgment, attendees will not be able to vote.
2. The shareholder meeting must have shareholders attending the meeting in person or by proxy from the shareholders of 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.
3. 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.
4. Resolution of shareholder voting in various agendas are as follows:
  - (1) Resolution in Agenda 3, Agenda 4, Agenda 5, and Agenda 7 must be approved with a majority vote of shareholders attending and votes. The votes are counted as only agree or disagree.
  - (2) Resolution in agenda 6 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.

## 2. Electronic voting method

- (1) Since this meeting is a meeting via electronic media. Therefore, no ballot papers were printed.
- (2) For voting, the shareholders go to the E-Voting window to vote for each agenda within the specified time (1 minutes). After clicking on the voting option, the system will pop-up requesting confirmation of the vote and the shareholders must press agree to confirm the vote. In case the shareholders wish to change the voting, they can do so by clicking on the new vote again. But if the agenda has been closed shareholders will not be able to vote or change their voting.
- (3) When you have finished voting, please return to the E - meeting window to continue watching the video of the meeting. The staff will collect all the votes from the voting system.
- (4) Shareholders who do not vote in any agenda will be considered to have voted approve for that agenda.
- (5) In counting the votes, the company will count the votes of the shareholders who attended the meeting via electronic media and the votes of shareholders' proxy. The Company will deduct the votes of the shareholders who disapprove and abstain off the total votes of shareholders who attend the meeting and have the right to vote.

3. Notification of voting results will specify the vote of approved, disapproved, abstain and the voided ballot.

4. 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.

5. 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.

## 6. Method to ask questions

The Company provides shareholders an opportunity to submit questions about the agenda of the Annual General Meeting of Shareholders to the Company in advance. In addition, before voting on each agenda, the company will provide the shareholders an opportunity to ask questions related to the agenda as appropriate. Any shareholder who wishes to ask questions can do so by going to the Chat menu in the E-meeting window to type a message and send a question to the system or raise your hand to ask by pressing the hand symbol in order for the system operator to open the microphone in the system for shareholders to ask questions. For making inquiries, shareholders shall provide their name and surname clearly and specify whether being shareholder or proxy in order to be recorded in the minutes correctly.

7. A voided ballot will be considered in case that the vote on the proxy has mark more than one voting box or in the case of crossing out in the voting box without signing or in the case of separate voting except in the case of custodian voting.

## 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 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) เป็นผู้ถือหุ้นของบริษัท 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) มอบฉันทะให้ do hereby appoint either one of the following persons:

(1) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_

Age Years with address at Road

ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

Sub-district District Province Postal Code Or

(2) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_

Age Years with address at Road

ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

Sub-district District Province Postal Code Or

(3) ☐ มอบฉันทะให้กรรมการอิสระ นางจิตติกา สวานานนท์ อายุ 63 ปี

Assign a proxy to the Independent Director, Mrs. Jotika Savanananda

Age 63 years

อยู่บ้านเลขที่ 55/4 ซ.สุขุมวิท 65 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร

Address at 55/4 Soi Sukhumwit 65, Phra Khanong Nuae, Watthana, Bangkok

4) ☐ มอบอำนาจให้กรรมการอิสระ นายชวลิต จินดาวัณิก อายุ 60 ปี

Assign a proxy to the Independent Director, Mr. Chavalit Chiadavanig Age 60 years

อยู่บ้านเลขที่ 193 ซ.เฉลิมสุข แขวงจันทรเกษม เขตจตุจักร กรุงเทพมหานคร

Address at 193 Soi Chalermasuk Kwang Chan Kasem, Chatuchak Bangkok

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน พ.ศ. 2567 เวลา 9.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

as only one of my/our behalf at the Annual General Meeting of Shareholders for the year 2024 to be held on Thursday 25 April, 2024 at 9.00. hrs. by Electronic Means. or at any adjournment thereof.

กิจการใดที่ผู้รับมอบอำนาจกระทำไปในการประชุมนั้น 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 \_\_\_\_\_ ผู้มอบอำนาจ Shareholder

( )

ลงชื่อ signed \_\_\_\_\_ ผู้รับมอบอำนาจ Proxy

( )

ลงชื่อ signed \_\_\_\_\_ ผู้รับมอบอำนาจ Proxy

( )

ลงชื่อ signed \_\_\_\_\_ ผู้รับมอบอำนาจ Proxy

( )

หมายเหตุ ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

## แบบหนังสือมอบฉันทะ แบบ ข.

## Proxy Form B (Specific Details Form)

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

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

(1) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_

Age Years with address at Road

ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

Sub-district District Province Postal Code Or

(2) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_

Age Years with address at Road

ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

Sub-district District Province Postal Code Or

(3) ☐ มอบฉันทะให้กรรมการอิสระ นางจิตติกา สวานานนท์ อายุ 63 ปี

Assign a proxy to the Independent Director, Mrs. Jotika Savanananda

Age 63 years



อยู่บ้านเลขที่ 55/4 ซ.สุขุมวิท 65 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร

Address at 55/4 Soi Sukhumwit 65, Phra Khanong Nuae, Watthana, Bangkok

(4) ☐ มอบฉันทะให้กรรมการอิสระ นายชวลิต จินดาวัณ อายุ 60 ปี

Assign a proxy to the Independent Director, Mr. Chavalit Chiadavanig Age 60 years

อยู่บ้านเลขที่ 193 ซ.เฉลิมสุข แขวงจันทรเกษม เขตจตุจักร กรุงเทพมหานคร

Address at 193 Soi Chalermasuk Kwang Chan Kasem, Chatuchak Bangkok

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน พ.ศ. 2567 เวลา 9.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

as only one of my/our behalf at the Annual General Meeting of Shareholders for the year 2024 to be held on Thursday 25 April, 2024 at 9.00. hrs. by Electronic Means. 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 2566

**Agenda 1 To acknowledge the Minutes of the 2023 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 ☐ จดออกเสียง Abstain

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานประจำปี 2566

**Agenda 2 To acknowledge the Company's operating results report of year 2023**

☐ (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 ☐ จดออกเสียง Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัท สิ้นสุดวันที่ 31 ธันวาคม 2566

**Agenda 3 To consider and approve the consolidated and separate financial statements for the fiscal year ending December 31, 2023**

☐ (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      ☐ จดออกเสียง Abstain

**วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรและการจ่ายเงินปันผลประจำปี 2566**

**Agenda 4 To consider and approve profit allocation and dividend payment for the year 2023**

☐ (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      ☐ จดออกเสียง Abstain

**วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องพ้นจากตำแหน่งตามวาระ ประจำปี 2567**

**Agenda 5 To approve the appointment of directors to replace directors who retired by rotation in 2024**

☐ (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:

☐ การแต่งตั้งกรรมการเป็นรายบุคคล To elect each director individually

ชื่อกรรมการ Name of Director นายสรนันท จิราธิวัฒน์ Mr. Sakkanon Chirathivat

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ Name of Director นายประวิทย์ กิจไพศาลรัตน์ Mr. Prawit Kijpaisalrattana

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ Name of Director ศ.ดร. วิเลิศ ภูริวัชร Prof.Dr. Wilert Puriwat

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ Name of Director นายชิตพล วิวัฒนาเกษม Mr. Chittapon Vivaddhanakasem

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

**วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2567**

**Agenda 6 To approve the remuneration of directors for the year 2024**

☐ (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      ☐ จดออกเสียง Abstain

**วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567**

**Agenda 7 To appoint Company's auditor and its relevant auditing fee for the year 2024**

☐ (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      ☐ จดออกเสียง Abstain

#### วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

##### Agenda 8 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      ☐ จดออกเสียง 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 เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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. 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.

2. วาระเลือกตั้งกรรมการเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect each nominated director individually.

3. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน พ.ศ. 2567 เวลา 9.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my/our behalf at the Annual General Meeting of Shareholders for the year 2024 to be held on Thursday 25 April, 2024 at 9.00. hrs. by Electronic Means. 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      ☐ จดออกเสียง 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      ☐ จดออกเสียง 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      ☐ จดออกเสียง 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      ☐ จดออกเสียง Abstain

☐ วาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการ (ต่อ)

**Agenda \_\_\_\_\_ : Election of Directors (continued)**

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain

ชื่อกรรมการ \_\_\_\_\_

## แบบหนังสือมอบฉันทะ แบบ ค.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้  
คัสโตเดียน (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

ซึ่งเป็นผู้ถือหุ้นของบริษัท 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

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

(1) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_

Age Years with address at Road

ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

Sub-district District Province Postal Code Or

(2) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_

Age Years with address at Road

ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

Sub-district District Province Postal Code Or

(3) ☐ มอบฉันทะให้กรรมการอิสระ นางโชติกา สวานานนท์ อายุ 63 ปี

Assign a proxy to the Independent Director, Mrs. Jotika Savanananda Age 63 years

อยู่บ้านเลขที่ 55/4 ซ.สุขุมวิท 65 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร

Address at 55/4 Soi Sukhumwit 65, Phra Khanong Nuae, Watthana, Bangkok

4) ☐ มอบฉันทะให้กรรมการอิสระนายชวลิต จินดาวัณ อายุ 60 ปี

Assign a proxy to the Independent Director, Mr. Chavalit Chiadavanig Age 60 years

อยู่บ้านเลขที่ 193 ซ.เฉลิมสุข แขวงจันทรเกษม เขตจตุจักร กรุงเทพมหานคร

Address at 193 Soi Chalermasuk Kwang Chan Kasem, Chatuchak Bangkok

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน พ.ศ. 2567 เวลา 9.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

as only one of my/our behalf at the Annual General Meeting of Shareholders for the year 2024 to be held on Thursday 25 April, 2024 at 9.00. hrs. by Electronic Means. or at any adjournment thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We authorize my/our Proxy to attend and cast the votes 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:

☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

ordinary share shares, entitling to vote votes

☐ 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 2566

**Agenda 1 To acknowledge the Minutes of the 2023 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 ☐ คดออกเสียง Abstain

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานประจำปี 2566



**Agenda 2 To acknowledge the Company's operating results report of year 2023**

- ☐ (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      ☐ จดออกเสียง Abstain

**วาระที่ 3 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัท สิ้นสุดวันที่ 31 ธันวาคม 2566**

**Agenda 3 To consider and approve the consolidated and separate financial statements for the fiscal year ending December 31, 2023**

- ☐ (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      ☐ จดออกเสียง Abstain

**วาระที่ 4 พิจารณานุมัติงดจ่ายเงินปันผลประจำปี 2566**

**Agenda 4 To consider and approve no dividend payment for the year 2023**

- ☐ (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      ☐ จดออกเสียง Abstain

**วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องพ้นจากตำแหน่งตามวาระ ประจำปี 2567**

**Agenda 5 To approve the appointment of directors to replace directors who retired by rotation in 2024**

- ☐ (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:
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล To elect each director individually
- ชื่อกรรมการ Name of Director นายสรรคนนท์ จิราธิวัฒน์ Mr. Sakkanon Chirathivat
- ☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain
- ชื่อกรรมการ Name of Director นายประวิทย์ กิจไพศาลรัตน Mr. Prawit Kijpaisalrattana
- ☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain
- ชื่อกรรมการ Name of Director ศ.ดร. วิเลิศ ภูริวัชร Prof.Dr. Wilert Puriwat
- ☐ เห็นด้วย Approve      ☐ ไม่เห็นด้วย Disapprove      ☐ จดออกเสียง Abstain
- ชื่อกรรมการ Name of Director นายชิตพล วิวัฒน์เกษม Mr. Chittapon Vivaddhanakasem

☐ เห็นด้วย Approve    ☐ ไม่เห็นด้วย Disapprove    ☐ จงดออกเสียง Abstain

**วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2567**

**Agenda 6 To approve the remuneration of directors for the year 2024**

☐ (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    ☐ จงดออกเสียง Abstain

**วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567**

**Agenda 7 To appoint Company's auditor and its relevant auditing fee for the year 2024**

☐ (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    ☐ จงดออกเสียง Abstain

**วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

**Agenda 8 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    ☐ จงดออกเสียง 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 เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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:

4. 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

5. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ The following documents shall be attached with the Proxy Form:

- a. หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
- b. หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)  
Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.

6. 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.

7. วาระเลือกตั้งกรรมการเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect each nominated director individually.

8. 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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นสามัญของบริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน)

Authorization on behalf of ZEN CORPORATION GROUP PUBLIC COMPANY LIMITED

ในการประชุมผู้ถือหุ้นสามัญ ประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน พ.ศ. 2567 เวลา 9.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my/our behalf at the Annual General Meeting of Shareholders for the year 2024 to be held on Thursday 25 April, 2024 at 9.00 hrs. by Electronic Means. 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:

<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

☐ 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:

<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

☐ 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:

<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

☐ วาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda \_\_\_\_\_ Election of Directors (continued)

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

Information of directors for proxy

1.Name : Mrs. Jotika Savanananda

Type of Director : Independent Director

No. of years in position : 5 years in the position of  
Independent Director, Zen Corporation Group  
Public Company Limited since February 20,  
2019 to present



Current Position : Independent Director

Audit and Corporate Governance Committee

Nomination and Remuneration Committee

Nationality : Thai

Age : 63 Year

Address: 55/4 Soi Sukhumwit 65, Phra Khanong Nuae, Watthana, 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 2024  
Annual General Meeting  
of Shareholder : -None-

Information of directors for proxy

2.Name : Mr. Chavalit Chindavanig

Type of Director : Independent Director

No. of years in position : 5 years in the position of  
Independent Director, Zen Corporation Group  
Public Company Limited since April 29, 2019  
to present

Current Position : Independent Director  
Member of Audit and Corporate  
Governance Committee  
Chairman of the Risk Management Committee

Nationality : Thai

Age : 60 Year

Address : 193 Soi Chalermasuk Kwang Chan Kasem, 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 2024  
Annual General Meeting  
of Shareholder : -None-



## ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน)

## Acceptance for the invitation of online meeting of Zen Corporation Group Public Company Limited



วันที่.....เดือน.....พ.ศ.....

Date Month Year

- (1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. 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

โดยถือหุ้นรวมทั้งสิ้น ..... หุ้น

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2567

I would like to participate the E-AGM for Annual General Meeting 2024

- ☐
- เข้าร่วมประชุมด้วยตัวเอง เบอร์โทรศัพท์มือถือ.....(โปรดระบุ)

Self-Attending Mobile Number Please fil in the blank.

- ☐
- มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to attend the meeting.

เบอร์โทรศัพท์มือถือของผู้รับมอบฉันทะ.....(โปรดระบุ เพื่อใช้ในการเข้าร่วม)

Proxy's Mobile Number Please fil in the blank.

- (3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fil in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number Please fil in the blank.

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วยลำดับที่ 6 วิธีการเข้าร่วมประชุม ภายในวันที่ 17 เมษายน 2567

Please submit the required document per an attachment 6 by 17 April 2024

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงก์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.



ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

## Personal Data Protection Practice for the Shareholder's Meeting

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

**1. Personal data to be collected:** The Company will receive and collect personal data directly from shareholders, proxy holders, and/or attendants attending the Shareholders' Meeting and from Thailand Securities Depository Company Limited, the Company's share registrar monitoring and maintaining share-related information to be accurate, complete and up-to-date. Personal data consists of the following:

1.1 General Personal Data such as name, surname, identification number or passport number, date of birth, gender, shareholder identification number, image, video recording

1.2 Contact information such as address, telephone, and email.

**2. Purpose of collection, use and disclosure of personal data:** The Company will collect, use and disclose personal data for the following purposes:

2.1 To call, arrange and conduct the Annual General Meeting of Shareholders of the Company pursuant to the Company Articles of Association as well as applicable laws, notifications and criteria for meeting arrangement as stipulated by the government and preparation of minutes.

2.2 To send the annual report (56-1 One Report) as requested by the shareholders or proxy holders.

2.3 The personal data of shareholders or proxy holders and/or attendants attending the Shareholders' Meeting will be kept as confidential under applicable laws and the disclosure of the personal data will be done only for the purposes mentioned in this document. The Company will disclose personal data to persons or agencies including but not limited to service providers or meeting consultants, shipping and printing service providers, technology providers, as related to the service and necessary, or government agencies related to government and authorities as specified by laws.

2.4 To publish a video of the Company's shareholders' meeting on the Company's website.

**3. Rights of data owners:** The data owners have the rights, pursuant to the personal data protection act B.E. 2019, to withdraw consent, to inspect, to request access to and obtain a copy of their personal data, to request for correction or for update and deletion or destruction of their personal data, to limit the use of personal data, to request for personal data transfer according to the methods prescribed by the law as well as to lodge a complaint and to object the collection, use or disclosure of their

personal data. In a case where the personal data owner does not provide his/her necessary personal data to the Company according to the purposes as stated in this document, the personal data owner may be restricted his/her rights in the Shareholders' Meeting or rights to request a document, etc.

**4. Personal data retention period:** The Company will retain personal data under item 1 within the period specified by relevant laws and/or as deemed necessary to achieve the purposes under this document.

**5. Contacting the Company to exercise the rights of the data subject :** Zen Corporation Group Public Company Limited  
Corporate Secretary Department 662 Soi Onnuch 17 Suanluang Bangkok 10250 Tel: +66-2-019-5000