



**Invitation to the Annual General Meeting
of Shareholders for the year 2024
Rabbit Holdings Public Company Limited**

Thursday 25 April 2024 at 2.00 p.m.

At Phayathai Grand Ballroom, 6th Floor, Eastin Grand Hotel Phayathai
No. 18 Phaya Thai Road, Thung Phaya Thai, Ratchathewi, Bangkok 10400

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March 21, 2024

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2024

To: Shareholders of Rabbit Holdings Public Company Limited

- Enclosures:
1. Document for Agenda 2, 3 and 6: Annual Report 2023 (Form 56-1 One Report) in QR Code format
 2. Document for Agenda 5: Profiles and Work Experience of Persons Nominated for the Election as the Directors
 3. Document for Agenda 7: Profiles and Work Experience of Auditors
 4. Guidelines for Appointment of Proxy, Registration, Documents for Registration, Vote Casting, Vote Counting and Meeting Procedures
 5. Profiles of Independent Directors for Appointment as Proxy and Definition of Independent Director of the Company
 6. Proxy Form B.

Remark: Shareholders can download Proxy Form A, Form B and Form C from the Company's website at <https://www.rabbiholdings.co.th/en/investor-relations/document/shareholder-meetings>
 7. The Articles of Association of Rabbit Holdings Public Company Limited (Current Version)
 8. Notice of Meeting Form (Registration Form with QR Code) (Please bring this form on the meeting date)
 9. Guideline for QR Code Usage for Downloading Invitation to the Annual General Meeting of Shareholders for the year 2024 and Annual Report 2023 (Form 56-1 One Report)
 10. Privacy Policy for Shareholders' Meeting of Rabbit Holdings Public Company Limited
 11. Map of the Meeting Venue
 12. Schedule of the Annual General Meeting of Shareholders for the year 2024

The Board of Directors of Rabbit Holdings Public Company Limited (the "Company") resolved to convene the Annual General Meeting of Shareholders for the year 2024 on Thursday April 25, 2024, at 2.00 p.m., at Phayathai Grand Ballroom, 6th Floor, Eastin Grand Hotel Phayathai, No. 18 Phaya Thai Road, Thung Phaya Thai, Ratchathewi, Bangkok, 10400.

The agenda for Annual General Meeting of Shareholders for the year 2024 is as follows:

Agenda 1 Message from the Chairman to the Meeting

Remark: This agenda item is for acknowledgement and no casting of votes is required.

Agenda 2 To acknowledge the report of the Company's business operation for the fiscal year ended 31 December 2023

The shareholders' meeting is proposed to acknowledge the report of the Company's business operation for the fiscal year ended 31 December 2023 as detailed under Section 4.4 "Management Discussion and Analysis" of Annual Report 2023 (Form 56-1 One Report) in the Enclosure 1.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose the report of the Company's business operation for the year ended 31 December 2023 to the shareholders' meeting for acknowledgement.

Remark: This agenda item is for acknowledgement and no casting of votes is required.

Agenda 3 To consider and approve the Company's and its subsidiaries' report and consolidated financial statements for the fiscal year ended 31 December 2023

The shareholders' meeting is proposed to consider and approve the report and consolidated financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2023, as appeared under Section 6.3 "Independent Auditor's Report", Section 6.4 "Financial Statements" and Section 6.5 "Notes to Consolidated Financial Statements" of Annual Report 2023 (Form 56-1 One Report) as set out in the Enclosure 1. A summary of the key information in comparison with the previous year are as follows:

Consolidated Financial Statements	Fiscal Year Ended 31 December	
	2023	2022
Total Assets (Million Baht)	62,544	68,782
Total Liabilities (Million Baht)	28,912	27,768
Total Shareholders' Equity (Million Baht)	33,632	41,014
Total Revenues (Million Baht)	5,283	7,930
Net Profit - a portion attributable to equity holders of the Company (Million Baht)	(4,384)	1,209
Earnings per Share - a portion attributable to equity holders of the Company (Baht/Share)	(0.6682)	(0.8117)

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the report and consolidated financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2023 which have been audited by the Company's auditors and have been reviewed by the Audit Committee.

Remark: The resolution for this agenda item must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 4 To consider and approve no distribution of the dividend payment for the fiscal year ended 31 December 2023

The Company's dividend payment policy is to pay to shareholders not less than 30 percent of net profit in accordance with the Company's separate financial statements, after deduction of all reserves, as stipulated in the Articles of Association of the Company and Thai law. Nonetheless, when considering the dividend payment, the following factors, such as the business operation, financial position, liquidity of the Company, business expansion as well as other factors related to operation of the Company, will be taken into account. The announcement of annual dividend payment must be approved by the Annual General Meeting of Shareholders and the Board of Directors.

Moreover, the Company shall have to comply with Section 115 of the Public Limited Companies Act B.E. 2535 (as amended) which stipulated that the Company is not allowed to distribute dividend if the Company still has an accumulated loss. Due to the fact that currently the Company still has an accumulated loss in the amount of Baht 4,230,760,259; therefore, in order to comply with the Articles of Association of the Company and Section 115 of the Public Limited Companies Act B.E. 2535 (as amended), the Company shall not distribute the dividend for the performance of the Company for the year 2023.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to approve no distribution of the dividend payment for the Company's operational results for the year 2023, because the Company still has an accumulated loss, in order to comply with the Articles of Association of the Company and Section 115 of the Public Limited Companies Act B.E. 2535 (as amended), which stipulated that the Company is not allowed to distribute dividend in the case of having accumulated loss.

Remark: The resolution for this agenda item must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 5 To consider the election of directors to replace those who will retire by rotation

According to Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 15 of the Company's Articles of Association, at least one-third (1/3) of the total number of directors must retire by rotation at the annual shareholders meeting in each year and if it should be impossible for the number of directors to be divided into three, the number nearest to one-third (1/3) must retire and the retired directors will be eligible for re-election.

The Company currently has a total of 8 directors. There are 3 directors who would be retiring from the office by rotation at the Annual General Meeting of Shareholders for the year 2024 comprised:

Name	Position	Terms of office	Attendance to the Board of Directors' Meeting (year 2023)
(1) Mr. Rungson Sriworasat*	Independent Director	6 years	6/6
(2) Mr. Surajit Gongvatana*	Director	6 years 5 month	3/6
(3) Ms. Soraya Satiangoset*	Director	3 years	6/6

* Thus, (1) Mr. Rungson Sriworasat are currently in position of Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee, (2) Mr. Surajit Gongvatana are currently in position of Director and Chairman of the Executive Committee, and (3) Ms. Soraya Satiangoset are currently in position of Director, Executive Committee Member, Acting Chief Executive Officer and Chief Financial Officer.

To promote compliance with the Principles of Good Corporate Governance, the Company provided an opportunity for shareholders to nominate candidate(s) to be elected as the director(s) in the Annual General Meeting of Shareholders for the year 2024 during December 4, 2023 to January 3, 2024, of which details are as published via the Stock Exchange of Thailand's website and the Company's website on December 1, 2023. However, no shareholder proposed a candidate to be elected as the director(s) of the Company during this time.

In this regard, the Nomination and Remuneration Committee has considered the board diversity, the board skill matrix, and the qualifications of those 3 Directors who would be retiring from the office by rotation at the Annual General Meeting of Shareholders of the year 2024, and deems that these 3 directors have knowledge, skills, experience, and expertise which are beneficial to the Company's business with full qualifications and do not have any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended) and the relevant notifications. The persons whom proposed to be elected as Independent Director possess the qualifications as per the Definition of Independent Director of the Company which is more stringent than the minimum requirement pursuant to the Notification of the Capital Market Supervisory Board. The profiles of these 3 persons are as set out in [Enclosure 2](#). Therefore, it is proposed to the Board of the

Directors to propose to the shareholders' meeting to consider and re-elect these 3 persons to serve as the Directors of the Company for another term of office.

Opinion of the Board of Directors: The 3 persons nominated for election as directors of the Company have undergone the reviewing process by the Board of Directors. The Board of Directors (by the directors having no conflict of interest) has deliberately reviewed the qualifications of those 3 persons and concurred with the Nomination and Remuneration Committee that they have qualifications suitable for the Company's businesses, of which those who is nominated as an Independent Director still can give an independent opinion which in line with the relevant regulations. Therefore, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the election of these 3 persons, namely (1) Mr. Rungson Sriworasat (2) Mr. Surajit Gongvatana and (3) Ms. Soraya Satiangoset, who will retire by rotation, to serve as the Directors of the Company for another term of office, of which Mr. Rungson Sriworasat shall serve as an Independent Director of the Company.

Remark: The resolution for this agenda item must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 6 To consider and determine the remuneration of the Board of Directors and Sub-Committees for the year 2024

The Company has set the rules and procedures to determine the remuneration of the directors where the Nomination and Remuneration Committee shall consider the remuneration of the directors on annual basis and propose to the Board of Directors to propose to the shareholders' meeting to determine the remuneration of the directors.

In this regard, the Nomination and Remuneration Committee has considered the remunerations of the directors based on the performance of the Company, business size, including responsibilities of the directors in comparison with the remuneration payment of other listed companies in the Stock Exchange of Thailand within the same range of market capitalization and other listed companies in the same industry. Therefore, it is proposed to the shareholders' meeting to consider and determine the remuneration of the directors for the year 2024, for the fiscal year ended 31 December 2024. The details of remuneration are as follows:

(1) Monetary Remuneration

(1.1) Fixed Remuneration To increase the monthly remuneration for each position and to maintain the meeting allowance at the same rate as the previous year as follows:

Director Remuneration	Year 2024	Year 2023	Change
Monthly Remuneration			
Chairman of the Board of Directors	Baht 53,000/month	Baht 52,500/month	1 percent
Director	Baht 32,000/month	Baht 31,500/month	2 percent
Meeting Allowance			
Board of Directors	Baht 20,000/attendance	Baht 20,000/attendance	-
The Audit Committee	Baht 10,000/attendance	Baht 10,000/attendance	-
The Nomination and Remuneration Committee	Baht 10,000/attendance	Baht 10,000/attendance	-
Other Sub-Committees	None	None	-

(1.2) Directors' Bonus

Year 2024	Year 2023
None	None

(2) Other Privileges

Year 2024	Year 2023
None	None

Details of the directors' remuneration paid in the fiscal year ended 31 December 2023 are as set forth in Annual Report 2023 (Form 56-1 One Report) under Section 5.3 "Corporate Governance Performance Report" as per Enclosure 1.

Opinion of the Board of Directors: The Board of Directors considers recommendation by the Nomination and Remuneration Committee which had carefully considered the matter by taking into account various factors, and deems it appropriate to propose to the shareholders' meeting to consider and determine the remuneration of the Board of Directors and Sub-Committees for the year 2024 as per the above details.

Remark: The resolution for this agenda item must be approved by not less than two-third (2/3) of the total number of votes of the shareholders attending the meeting, including abstentions in the calculation base.

Agenda 7 To consider and approve the appointment of auditors and determination of the audit fee for the fiscal year ended 31 December 2024

In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (as amended), which requires the Annual General Meeting of Shareholders to appoint an auditor and determine the audit fee on an annual basis, the Audit Committee has selected auditors in accordance with the criteria of the Public Limited Companies Act B.E. 2535 (as amended) and the relevant Notifications of the Capital Market Supervisory Board. In this regard, the Audit Committee has reviewed the performance of the auditors of EY Office Limited for the previous year and views that the auditors of EY Office Limited are independent and qualified and that they have performed their duties responsibly. The Audit Committee, therefore, has recommended to the Board of Directors to propose to the shareholders' meeting to consider and approve the appointment of the auditors of EY Office Limited as the Company's auditors for the fiscal year ended 31 December 2024 where any of the following auditors will be determined to audit and give opinion on the Company's financial statements:

(1) Ms. Sirirat Sricharoensup, Certified Public Accountant No. 5419 (signed the Company's financial statements for the year 2021); and/or

(2) Ms. Isaraporn Wisutthiyan, Certified Public Accountant No.7480 (signed the Company's financial statements for the year 2022 and 2023); and/or

(3) Mr. Chatchai Kasemsrithanawat, Certified Public Accountant No. 5813 (who has never signed the Company's financial statements).

None of the proposed auditors has any relationship with or any interest in the Company, subsidiaries, directors, executives, major shareholders, or any related persons thereof and, therefore, they are independent to audit and give an opinion on the Company's financial statements. Moreover, the said auditors are not the auditors who audited, reviewed, or gave opinions on the Company's financial statements for 7 fiscal years. Therefore, all of the proposed auditors possess the qualifications as required by the relevant Notifications of the Capital Market Supervisory Board. The profiles and work experience of the 3 auditors of EY Office Limited are as set out in Enclosure 3.

Moreover, the Audit Committee has considered the proposed audit fee for EY Office Limited, for the fiscal year ended 31 December 2024 and views that it is appropriate and suitable for the scope of the audit. The Audit Committee, therefore, has recommended to the Board of Directors to propose to the shareholders' meeting to consider and determine the audit fee of the Company for the fiscal year ended 31 December 2024 in the amount of not exceeding Baht 4.7 million, which is the same as the previous fiscal year.

Details of the Company's audit fee in comparison with the previous year are as follows:

Audit Fee	Fiscal year ended 31 December 2024	Fiscal year ended 31 December 2023
Fee for auditing the annual financial statements	2,900,000	2,900,000
Fee for reviewing the interim financial statement (for the accounting period ended 31 March, 30 June and 30 September)	1,800,000	1,800,000
Total	4,700,000	4,700,000

Thus, EY Office Limited and/or the company in the group of EY Office Limited will charge for the non-audit fee for the fiscal year ended 31 December 2024 in the actual expense amount. In the fiscal year ended 31 December 2023, the Company and its subsidiaries paid the non-audit fee to EY Office Limited and the company in group of EY Office Limited, totaling Baht 6.66 million.

The Company would like to advise that for the fiscal year ending 31 December 2024, the auditors from EY Office Limited will be the auditors of 24 subsidiaries of the Company, with 10 subsidiaries appointing other auditors as their auditors. In this regard, the Board of Directors will ensure that the financial statements will be completed within the specified period. The preliminary audit fee for 34 subsidiaries of the Company for the fiscal year ending 31 December 2024 is in the amount of approximately Baht 37.19 million.

Details of the domestic and overseas subsidiaries' audit fee in comparison with the previous year are as follows:

Fiscal Year Ended 31 December	
2024	2023
Baht 37.19 million	Baht 28.31 million*

* The actual audit fee for both domestic and overseas subsidiaries for the fiscal year ended 31 December 2023 amounted to Baht 28.31 million, which is lower than the preliminary advised amount of Baht 30.35 million, due to the decrease in audit fees of overseas subsidiaries.

Opinion of the Board of Directors: The Board of Directors considers the recommendations of the Audit Committee, which has carefully and appropriately considered the matters, and deems it appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors of EY Office Limited, namely, (1) Ms. Sirirat Sricharoensup, Certified Public Accountant No. 5419, and/or (2) Ms. Isaraporn Wisutthiyan, Certified Public Accountant No. 7480, and/or (3) Mr. Chatchai Kasemsrithanawat, Certified Public Accountant No. 5813, as the auditors of the Company for the fiscal year

ended 31 December 2024 and the determination of the audit fee in the amount of not exceeding Baht 4.7 million, and to acknowledge for the appointment of auditors and the preliminary audit fee of the domestic and overseas subsidiaries of the Company as described above.

Remark: The resolution for this agenda item must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 8 To consider other business (if any)

Section 105 of the Public Limited Companies Act B.E. 2535 (as amended) stipulates that after the shareholders' meeting has considered the agendas specified in the invitation letter, shareholders holding shares in amount of not less than one-third of the total issued shares may request the meeting to consider matters other than those specified in the invitation letter.

In compliance with the principles of good corporate governance, the Company invited the shareholders to propose agenda items for the Annual General Meeting of Shareholders for the year 2024 during the period from December 4, 2023 until January 3, 2024 as per the details published on the Stock Exchange of Thailand's website and the Company's website on December 1, 2023. Nonetheless, no shareholder proposed any agenda item for this meeting.

In order to protect the shareholders' rights and interests, in the event that any shareholder is unable to attend the meeting, shareholder may appoint an independent director of the Company as proxy to attend the meeting and cast the votes on his/her behalf. The details of the independent directors of the Company and the Definition of the Independent Directors of the Company are as set out in Enclosure 5. The Company has enclosed Proxy Form B. for the shareholders as per Enclosure 6, otherwise the shareholders can download Proxy Form A., Form B. or Form C. from the Company's website at <https://www.rabbitholdings.co.th/en/investor-relations/document/shareholder-meetings>. **The Company kindly requests for the shareholders' cooperation to submit the proxy forms and the registration documents to the Company within Tuesday April 23, 2024** by using the reply envelope provided by the Company (no postal stamp required), or via registered mail to the Company Secretary at the Company's address as follows:

Company Secretary
Rabbit Holdings Public Company Limited
No. 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road
Chomphon, Chatuchak, Bangkok, Thailand 10900

In case that any shareholder wishes to cancel their appointment of proxy, please express your intention in written and send to the Company Secretary at the Company's address above within Tuesday April 23, 2024 pursuant to the Guidelines for Appointment of Proxy per Enclosure 4.

In addition, the Company encourages the shareholders to submit questions that are relevant to the agenda of the Annual General Meeting of Shareholders for the year 2024 in advance before the meeting date. In this regard, please send the questions together with the contact details, i.e. name, address, telephone number, and email address (if any), to the Company Secretary via email at CompanySecretary@rabbitholdings.co.th or via registered mail to the Company Secretary at the Company's address as detailed above.

In this regard, **registration will be open for shareholders and/or proxies from 12.00 p.m.** on the meeting date onwards. Since the Company will use the barcode system for the registration and vote counting at the meeting, the shareholders and/or proxies are **requested to bring the Notice of Meeting Form (Registration Form with QR Code)** on the meeting date. The registration procedures and documents that are required to be presented on the meeting date, as well as the vote casting and meeting procedures are as set out in Enclosure 4. The Company will conduct the meeting in accordance with the meeting procedures and the Company's Articles of Association as per Enclosure 7.

The shareholders, whose names appeared on the record date of Friday March 22, 2024, on which the names of the shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2024 were determined, are cordially invited **to attend the Annual General Meeting of Shareholders for the year 2024 on Thursday April 25, 2024, at 2.00 p.m., at Phayathai Grand Ballroom, 6th Floor, Eastin Grand Hotel Phayathai, No. 18 Phaya Thai Road, Thung Phaya Thai, Ratchathewi, Bangkok, 10400**. The map of the meeting venue is as set out in Enclosure 11.

Please be informed accordingly.

Sincerely yours,
Rabbit Holdings Public Company Limited

-Signed-

(Mr. Keeree Kanjanapas)
Chairman of the Board of Directors

Remarks

1. The shareholders can download the Invitation to the Annual General Meeting of Shareholders for the year 2024 and its supporting documents from the Company's website at <https://www.rabbitholdings.co.th/en/investor-relations/document/shareholder-meetings> from March 21, 2024 onwards, or download through the QR Code provided on the Notice of Meeting Form (Registration Form with QR Code).
2. If any shareholder wishes to obtain the Invitation to the Annual General Meeting of Shareholders for the year 2024 and Annual Report 2023 (Form 56-1 One Report), please contact Investor Relations during the business hours (Monday to Friday, from 8.30 a.m. to 5.30 p.m.) at telephone number 02-273-8838.
3. For more information on the Annual General Meeting of Shareholders for the year 2024, the shareholders may contact the officers of the Legal and Compliance Department at telephone number 02-273-8838.



Annual Report 2023 (Form 56-1 One Report)
in QR Code format



Profiles and Work Experience of Persons

Nominated for the Election as the Directors

Mr. Rungson Sriworasat

Position to be elected : *Independent Director*

Age : 68 years

Nationality : Thai

Educational Qualification :

- Diploma of National Defense Course, National Defense College, Year 2006
- Master of Business Administration, Prince of Songkla University, Year 1994
- Bachelor of Law, Sukhothai Thammathirat Open University, Year 1992
- Bachelor of Business Administration (Accounting), Ramkhamhaeng University, Year 1978
- Certificate of the Civil Service Executive Development Program (Nor Bor Sor. 1) Class 42, Office of the Civil Service Commission, Year 2004
- International Financial Fraud Training Program (IFFT) Internal Revenue Service (IRS) GEORGIA, USA
- Executive Program for Senior Management 2006 Development Course for Organisation Leaders under Globalisation Current Fiscal Policy Research Institute Foundation, Kingdom of Thailand in cooperation with Kellogg School of Management and the Maxwell School of Syracuse University, Schulich School of Business York University
- Director Certification Program (DCP) Year 2006, Thai Institute of Directors (IOD)
- Certificate of High Justice Administration, College of Justice, Year 2006
- Successful Formulation & Execution the Strategy (SFE) Year 2008, Thai Institute of Directors (IOD)
- Finance for Non-Finance Director (FND) Year 2008, Thai Institute of Directors (IOD)
- Refresher Course DCP (DCP re) Year 2008, Thai Institute of Directors (IOD)



- Audit Committee Program (ACP) Year 2009, Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP) Year 2010, Thai Institute of Directors (IOD)
- Certificate of Ministerial Inspection General Empowerment Year 2010
- Certificate of Senior Executives, Capital Market Academy (CMA 10) Year 2010
- Higher Diploma in Politics and Governance in Democracy for Senior Executives (Bor Por Ror. 13), King Prajadhipok's Institute, Year 2010
- Certificate of Senior Administrative Justice Executive, Class 2 (Bor Yor Por. 2), Year 2011
- Role of the Chairman Program (RCP) Year 2012, Thai Institute of Directors (IOD)
- Diploma of Top Executives in Trade and Commerce, Class 6 (TEPCOT-6), Year 2013
- Financial Institutions Governance Program (FGP) Year 2013, Thai Institute of Directors (IOD)
- Certificate of Bhumibol Adulyadej for Senior Executives, Class 3, Year 2014
- Diploma of the Board of Executives in Industrial Development and Investment (Wor Thor Aor. 1), Year 2015
- Certificate of Senior Executives in Energy Science, Class 7 (Wor Por Nor. 7), Year 2015
- Anti-Corruption for Executive Program (ACEP) Year 2015, Thai Institute of Directors (IOD)
- Certificate of Good Governance in Medicine For senior executives, Class 7 (Por Thor Phor. 7), Year 2018
- Advanced Audit Committee Program (AACCP) Year 2020, Thai Institute of Directors (IOD)
- Risk and Opportunity Management Class 1, Year 2021, Thai Institute of Directors (IOD)

Shareholding in the Company : -None-
(including spouse and minor children)

Current position in the Company : Independent Director/
Chairman of the Audit Committee/
Nomination and Remuneration Committee Member

Current Position in Other Listed Companies in Thailand :

2018–Present	Independent Director and Chairman of the Nomination and Remuneration Committee	Asset World Corp Public Company Limited
2017–Present	Independent Director and Risk Management Committee Member	WP Energy Public Company Limited
2016–Present	Independent Director, Chairman of the Audit Committee and Chairman of the Corporate Governance and Sustainable Development Committee	Charoen Pokphand Foods Public Company Limited
2015–Present	Independent Director	Berli Jucker Public Company Limited

Current Position in Other Company :

2023–Present	Chairman	Ruam Charoen Pattana Company Limited
2020–Present	Chairman, Independent Director and Chairman of the Audit Committee	Destone Corporation Public Company Limited
2020–Present	Chairman	Foundation for the Development of Thai Medical Devices under the Royal Patronage of His Majesty the King
2017–Present	Advisory Chairman	Thailand Swimming Association
2015–Present	Internal Audit Committee	The Thai Bar Under the Royal Patronage

2015–Present	Director	Research and Development Institute Foundation
2014–Present	Qualified Committee of the University Council	Prince of Songkla University
Experience :		
2017–2022	Qualified Committee of the University Council	North–Chiang Mai University
2015–2020	Advisor	Thai Medical Device Development Foundation under Royal Patronage
2016–2019	Directors for university developing into Phrapokklao Rambhai Barni University	Rambhai Barni Rajabhat University
2015–2019	Advisor to the Prime Minister	Secretariat of the Prime Minister
Current Directorship/Executive Position in Other Companies Potentially Having Conflict of Interest with the Company : –None–		
Meeting Attendance in the Past Fiscal Year : Board of Directors’ Meeting 6/6 (100 Percent),		
Date of Registration as Director : 19 December 2017		
Number of Years in Office : 6 years		

**Profiles and Work Experience of Persons
Nominated for the Election as the Directors**



Mr. Surajit Gongvatana

Position to be elected : *Director*

Age : 72 years

Nationality : Thai

Educational Qualification : - Taylor's School of Commerce, Australia
- Director Accreditation Program (DAP) Year 2018, Thai Institute of Directors (IOD)

Shareholding in the Company : -None-
(including spouse and minor children)

Current position in the Company : Director/
Chairman of the Executive Committee

Current Position in Other Listed Companies in Thailand : -None-

Current Position in Other Company :

2005–Present	Chairman	Thai Organic Food Company Limited
1986–Present	Director	Thai Capital Trading Company Limited
1985–Present	Chairman	Kiatthai Knitting Factory Company Limited
1969–Present	Chairman	Hanfa Company Limited

Experience :

2001–2021	Federation President	Federation of Postcards of Asia
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Current Directorship/Executive Position in Other Companies Potentially Having Conflict of Interest with the Company : -None-

Meeting Attendance in the Past Fiscal Year : Board of Directors' Meeting 3/6 (50 Percent)

Date of Registration as Director : 7 July 2017

Number of Years in Office : 6 years 5 months

Profiles and Work Experience of Persons
Nominated for the Election as the Directors

Ms. Soraya Satiangoset

Position to be elected : *Director*

Age : 47 years

Nationality : Thai

Educational Qualification :

- Master of Business Administration (MBA), Chulalongkorn University
- Bachelor of Accounting, Thammasat University
- Director Accreditation Program (DAP) Year 2018, Thai Institute of Directors (IOD)
- Chief Financial Officer Certification Program, Class 21/2019, Thai Institute of Directors (IOD)
- Director Certification Program (DCP) Year 2019, Thai Institute of Directors (IOD)
- CFO in Capital Markets Training, Class 9, Stock Exchange of Thailand
- Deloitte Tax and Legal Symposium Course, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited
- Berkeley Eci Coaching Practicum Session, Thailand Management Association
- Tax on Payments from Overseas System and Double Tax Convention, NYC Management Company Limited
- E3: Engage Empower and Execute Course Year 2019, Seasia Leadavation Center Company Limited (SEAC)
- TFRS 15 and TFRS 16 Accounting and Auditing Issues to Consider Courses, Federation of Accounting Professions Under The Royal Patronage of His Majesty The King, Year 2020
- Executive Program (Mini-MBA in Taxation-Major in General Business), Tax School, Year 2020-2021
- Successful Formulation & Execution of Strategy (SFE 34/2021), Thai Institute of Directors (IOD)



- Safety, Occupational Health and Work Environment Committee, Association for the Promotion of Safety and Health at Work (Thailand)
- Executive Safety Officer Course, Association for the Promotion of Safety and Health at Work (Thailand)
- Boardroom Success through Financing & Investment (BFI 10/2021), Thai Institute of Directors (IOD)
- CFO Refresher, Class 2/2021, Stock Exchange of Thailand
- Director Leadership Certification Program (DLCP) Class 6, 2022, Thai Institute of Directors (IOD)
- Security Awareness for Users, ACinfotec Company Limited
- Ethical Leadership Program ELP28, Thai Institute of Directors (IOD)
- Internal Control from the Change of Technology Course, Dharmniti Seminar and Training Company Limited
- Data Science Foundations, IBM Thailand Company Limited
- E-Learning CFO's Refresher Stock Exchange of Thailand
- Digital HR Transformation Strategy Course, Class 4 Ministry of Digital Economy and Society (MDES) and Thai Digital Technology User Group Association (DUGA)

Shareholding in the Company : -None-
(including spouse and minor children)

Current position in the Company : Director/
Executive Committee Member/
Acting Chief Executive Officer/
Chief Financial Officer

Current Position in Other Listed Companies in Thailand : -None-

Current Position in Other Company :

2023-Present	Director	Prime Zone Asset Management Company Limited
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2023-Present	Director	Metha Asset Management Company Limited
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2023–Present	Director	RBH Ventures Company Limited
2022–Present	Director	NPARK Global Holding Company Limited
2021–Present	Director, Audit Committee and Chairman of the Executive Committee	Rabbit Life Insurance Public Company Limited
2021–Present	Director	U Remix Company Limited
2020–Present	Director	Prime Area Retail Company Limited
2020–Present	Director	Prime Area 12 Company Limited
2020–Present	Director	U Global Hospitality Company Limited
2020–Present	Director	EGS Assets Company Limited
2020–Present	Director	Unison One Company Limited
2020–Present	Director	Muangthong Assets Company Limited
2020–Present	Director	PrannaKiri Assets Company Limited
2020–Present	Director	Siam Paging and Communication Company Limited
2020–Present	Director	Tanayong Food and Beverage Company Limited
2020–Present	Director	BTS Land Company Limited
2020–Present	Director	Nine Square Property Company Limited
2020–Present	Director	Mak8 Company Limited
2020–Present	Director	Tanayong Property Management Company Limited
2020–Present	Director	Thana City Golf and Sports Club Company Limited
2020–Present	Director	Keystone Estate Company Limited
2020–Present	Director	Keystone Management Company Limited
2020–Present	Director	BTS Sansiri Holding One Company Limited
2020–Present	Director	BTS Sansiri Holding Four Company Limited
2020–Present	Director	BTS Sansiri Holding Seven Company Limited
2020–Present	Director	BTS Sansiri Holding Eight Company Limited
2020–Present	Director	BTS Sansiri Holding Nine Company Limited

2020–Present	Director	Nuvo Line Agency Company Limited
2020–Present	Director	Prime Area 38 Company Limited
2020–Present	Director	BTS Sansiri Holding Sixteen Company Limited
2020–Present	Director	BTS Sansiri Holding Nineteen Company Limited
2020–Present	Director	BTS Sansiri Holding Twenty Two Company Limited
2020–Present	Director	Siripat Tree Company Limited
2020–Present	Director	Khon Kaen Buri Company Limited
2020–Present	Director	Kamkoong Property Company Limited
2020–Present	Director	Lombard Estate Capital GmbH
2020–Present	Director	Diplomat Prague a.s.
2020–Present	Director	Vienna House Cluster Tschechien s.r.o.
2020–Present	Director	Lombard Estate Asset GmbH
2020–Present	Director	Lombard Real Estate GmbH
2020–Present	Director	Diplomat Prague RE s.r.o.
2020–Present	Director	Pilsen RE s.r.o.
2020–Present	Director	Andels Lodz RE Sp. z o.o.
2020–Present	Director	Katowice RE Sp. z o.o.
2020–Present	Director	Amber Baltic RE Sp. z o.o.
2019–Present	Director	U Hospitality Holding (Mauritius)
2019–Present	Director	Cracow RE Sp. z o.o.
Experience	:	
2020–2023	Director	Absolute Hotel Service Company Limited
2020–2023	Director	Natural Real Estate Company Limited
2020–2023	Director	Natural Park Ville Company Limited
2020–2023	Director	Park Opera Company Limited
2020–2023	Director	Richee Property Management Company Limited
2020–2022	Director	Vienna House Amber Baltic Sp. z o.o.
2020–2022	Director	Andel's Berlin Hotelbetriebs GmbH

2020–2022	Director	VHE Raunheim Hotelbetriebs GmbH
2020–2022	Director	Vienna House Cluster Deutschland GmbH
2020–2022	Director	Vienna House Hotelmanagement GmbH
2020–2022	Director	Vienna House Easy Bucharest S.R.L.
2020–2022	Director	Vienna House Easy Pilsen s.r.o.
2020–2022	Director	Vienna House Easy Katowice Sp. z o.o.
2020–2022	Director	Vienna House Cluster Polen Sp. z o.o.
2020–2022	Director	VHE Wroclaw Hotel Sp. z o.o.
2022–2022	Director	Majestic Park Company Limited
2022–2022	Director	Suksawat Alliance Company Limited
2021–2022	Director	Future Domain Company Limited
2020–2022	Director	Ratchada Alliance Company Limited
2020–2022	Director	Ratburana Alliance Company Limited
2020–2022	Director	Phraram 9 Alliance Company Limited
2020–2022	Director	Khukhot Station Alliances Company Limited
2020–2021	Director	Park Gourmet Company Limited
2020–2021	Director	Natural Hotel Sukhumvit Company Limited
2020–2021	Director	Natural Hotel Panwa Company Limited
2020–2021	Director	VHE Berlin Hotelbetriebs GmbH
2020–2021	Director	VH Dresden Hotelbetriebs GmbH
2020–2021	Director	VHE Leipzig Hotelbetriebs GmbH
2020–2021	Director	VH Kronberg Hotelbetriebs GmbH
2020–2021	Director	REVO Munchen Hotelbetriebs GmbH
2020–2021	Director	Vienna House Germany II GmbH
2020–2021	Director	Vienna House Easy Potsdam GmbH
2020–2021	Director	Vienna House Stralsund GmbH
2020–2021	Director	Vienna House Leipzig GmbH
2020–2021	Director	Vienna House Baden–Baden GmbH
2020–2021	Director	Vienna House Parkhotel Braunschweig GmbH
2020–2021	Director	Vienna House Easy München GmbH
2020–2021	Director	Vienna House Easy Bremen GmbH

2020–2021	Director	Vienna House Eisenach GmbH
2020–2021	Director	Vienna House Rostock GmbH
2020–2021	Director	Vienna House Germany III GmbH
2020–2021	Director	Vienna House Germany IV GmbH
2020–2021	Director	Vienna House Andel's Cracow Sp. z o.o.
2020–2021	Director	VH Warsaw Hotel Sp. z oo.
2020–2021	Director	Vienna House REVO Katowice Sp. z o.o.
2020–2021	Director	Vienna House Schaffhausen GmbH
2020–2020	Director	BTS Sansiri Holding Two Company Limited
2020–2020	Director	BTS Sansiri Holding Three Company Limited
2020–2020	Director	BTS Sansiri Holding Five Company Limited
2020–2020	Director	BTS Sansiri Holding Six Company Limited
2020–2020	Director	BTS Sansiri Holding Eleven Company Limited
2020–2020	Director	BTS Sansiri Holding Twelve Company Limited
2020–2020	Director	BTS Sansiri Holding Fourteen Company Limited
2020–2020	Director	BTS Sansiri Holding Seventeen Company Limited
2020–2020	Director	BTS Sansiri Holding Twenty Three Company Limited

Current : -None-

Directorship/Executive Position in Other Companies Potentially Having Conflict of Interest with the Company

Meeting Attendance in the Past Fiscal Year : Board of Directors' Meeting 7/7 (100 Percent),

Date of Registration as Director : 15 December 2020

Number of Years in Office : 3 years

Profiles and Work Experience of Auditors

Ms. Sirirat Sricharoensup

Partner, EY Office Limited

Certified Public Accountant No. 5419



Profiles and Work Experience

- Working Period : 1994 – Present
- Professional Qualification : Certified Public Accountant (Thailand) and Thai SEC-approved auditor
- Academic Qualification : Master of Accounting, Chulalongkorn University
Bachelor of Accounting, Chulalongkorn University
- Experience : More than 20 years of working experience with EY Office and auditor and auditor of a listed company for 3 years. A supervisor of auditing covering a wide range of businesses, including SET-listed companies and foreign businesses. Having experience in the manufacturing, telecommunication, industrial product distribution, service and energy business. In addition, she also has experience in auditing of initiate public offering to listing on the Stock Exchange of Thailand.
- Relationship with or interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : - None -
- Contact Details : Telephone : 02-264-9090
Facsimile : 02-264-0789
E-mail : Sirirat.sricharoensup@th.ey.com

Profiles and Work Experience of Auditors



Ms. Isaraporn Wisutthiyani

Partner, EY Office Limited

Certified Public Accountant No. 7480

Profiles and Work Experience

- Working Period : 1997 – Present
- Professional Qualification : Certified Public Accountant (Thailand) and Thai SEC-approved auditor
- Academic Qualification : Bachelor of Business Administration, Major in Accounting, Assumption University
- Experience : More than 20 years of serving audit service for a wide range of industries, including both multinational corporations and listed companies in Thailand. She has comprehensive experience in servicing, trading, manufacturing, transportation, property development, power and utilities, and logistics businesses. She has also been in charge of audits of the following clients engaged in non-life insurance, Nano Finance and FinTech.
- Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently : - None -
- Contact Details : Telephone : 02-264-9090
Facsimile : 02-264-0789
E-mail : Isaraporn.wisutthiyani@th.ey.com

Profiles and Work Experience of Auditors

Mr. Chatchai Kasemsrithanawat

Partner, EY Office Limited

Certified Public Accountant No. 5813



Profiles and Work Experience

- Working Period : 1996 – Present
- Professional Qualification : Certified Public Accountant (Thailand) and Thai SEC-approved auditor
- Academic Qualification : Master Degree in Management, Chulalongkorn University
Bachelor of Accounting, Thammasat University
- Experience : More than 20 years of auditing and lead wide range of audit assignments for numerous large corporations in a variety of industries; comprising both SET-listed companies and multinational clients with cross-border businesses. His areas of particular expertise are construction and real estate business, trading, manufacturing, service and power. In addition to his work on audit assignments, he had also worked quite extensively on due diligence and SET listing engagements.
- Relationship with or interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : – None –
- Contact Details : Telephone : 02-264-9090
Facsimile : 02-264-0789
E-mail : Chatchai.kasemsrithanawat@th.ey.com



**Guidelines for Appointment of Proxy, Registration,
Documents for Registration,
Vote Casting, Vote Counting and Meeting Procedures**

Appointment of Proxy

The shareholder can appoint any person or an independent director of the Company as his/her proxy to attend the meeting and cast the votes on his/her behalf. The Company has prepared proxy forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of proxy form to be used for the meeting of shareholders:

Form A. is a general form that is simple and uncomplicated;

Form B. is an explicit form that sets out specific details of authorization;

Form C. is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository

Thus, the Company has sent Proxy Form B. to the shareholders; otherwise, shareholders can download Proxy Form A., Form B. and Form C. from the Company's website at <https://www.rabbitholdings.co.th/en/investor-relations/document/shareholder-meetings>

The appointment of proxy can be done as follows:

1. Shareholders (other than shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository) may choose to use either Proxy Form A. or Form B. In any case, only one type of the proxy forms can be chosen. The Company recommends that shareholders use Proxy Form B. and instruct the vote casting for each Agenda Item, and thoroughly study the details of each Agenda Item before appointing a proxy;

The shareholders can further study on the appointment of proxy from the Notification of the Capital Market Supervisory Board Tor Jor. 79/2564 Re: Rules on General Persuasion Shareholders to Appoint the Proxy to Attend the Meeting and Cast the Votes at www.sec.or.th;

2. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository may choose either Proxy Form A., Form B. or Form C. In any case, only one type of the proxy forms can be chosen;

3. A shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately;

4. A shareholder who appoints a proxy must correctly and completely fill in the proxy form, sign the form by a grantor and a proxy(ies), and affixed with Baht 20 duty stamp,

which must be crossed out and dated upon appointment of the proxy. For convenience, the Company will provide duty stamp for those who attend the meeting by proxy;

5. A proxy must present Notice of Meeting Form (Registration Form with QR Code), a proxy form and other documents for registration to attend the meeting; and

6. In case that any shareholder wishes to cancel their appointment of the proxy, please express your intention in written and send to the Company Secretary at the Company's address within **Tuesday April 23, 2024**.

Registration

The Company will open for the shareholders and/or proxies to register and verify the documents from 12.00 p.m. on Thursday April 25, 2024 onwards at Phayathai Grand Ballroom, 6th Floor, Eastin Grand Hotel Phayathai, No. 18 Phaya Thai Road, Thung Phaya Thai, Ratchathewi, Bangkok, 10400 as detailed in the Map of the Meeting Venue in Enclosure 11.

The Company reserves the right to refuse the shareholders' and/or proxies' requests to withdraw the registration after the meeting begins or to register after the meeting is adjourned.

Documents for Registration

The Company will use the barcode system for the registration and vote counting. Shareholders and/or proxies are requested to present the Notice of Meeting Form (Registration Form with QR Code) as per Enclosure 8 and the following documents at the registration desk:

1. Individual

1.1 Attendance in person

A valid photographic identification document issued by a government agency, e.g., Thai nationality identification card, government identification card, driving license, or a passport. In case of name or surname change, documentary evidence to such effect must also be presented.

1.2 Attendance by proxy

(a) A Proxy Form A. or Form B., that has been correctly and completely filled in, signed by the grantor and the proxy(ies), and affixed with Baht 20 duty stamp, which must be crossed out and dated upon appointment of the proxy;

(b) A copy of an identification document of the grantor issued by a government agency as referred in Clause 1.1, which has been certified as true and correct by the grantor;

(c) An identification document of the proxy issued by a government agency as referred in Clause 1.1.

2. Juristic Person

2.1 Attendance in person by an authorized representative(s)

(a) An identification document of the authorized representative(s) issued by a government agency as referred in Clause 1.1;

(b) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that such authorized representative(s) who attends the meeting is empowered to act on behalf of the juristic person, and which has been certified as true and correct copy by the authorized representative(s).

2.2 Attendance by proxy

(a) A Proxy Form A. or Form B., that has been correctly and completely filled in, signed by the grantor and the proxy(ies), and affixed with Baht 20 duty stamp, which must be crossed out and dated upon appointment of the proxy;

(b) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is the authorized representative(s) of the juristic person, and which has been certified as true and correct copy by such authorized representative(s);

(c) A copy of an identification document of the authorized representative(s) of the shareholder, who signs the proxy form, issued by a government agency as referred in Clause 1.1, which has been certified as true and correct by such authorized representative(s);

(d) An identification document of the proxy issued by a government agency as referred in Clause 1.1.

3. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository

3.1 Documents from custodian

(a) A Proxy Form C. that has been correctly and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with Baht 20 duty stamp, which must be crossed out and dated upon appointment of the proxy;

(b) A document confirming the license to engage in the custodian business;

(c) A copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person

who signs the proxy form is empowered to act on behalf of the custodian, and which has been certified as true and correct copy by the custodian's authorized representative(s);

(d) A copy of an identification document of the custodian's authorized representative(s), who signs the proxy form, issued by a government agency as referred in Clause 1.1, which has been certified as true and correct by such custodian's authorized representative(s);

(e) An identification document of the proxy issued by a government agency as referred in Clause 1.1.

3.2 Documents from shareholder

(a) A power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf;

(b) In the case of an individual shareholder

- A copy of an identification document of the shareholder issued by a government agency as referred in Clause 1.1, which has been certified as true and correct by the custodian's authorized representative(s).

(c) In the case of a juristic person

- A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the power of attorney in Clause 3.2(a) is empowered to act on behalf of the juristic person, and which has been certified as true and correct by the custodian's authorized representative(s);

- A copy of an identification of the authorized representative(s) of the shareholder, who signs the power of attorney, issued by the government agency as referred in Clause 1.1, which has been certified as true and correct by the custodian's authorized representative(s).

Should any document presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be).

The Company reserves the right to make an exception for any of the documents or evidence above as the Company deems it appropriate.

Vote Casting and Counting

1. Each one ordinary share and preferred share shall have one vote.
2. A shareholder attending the meeting in person and a proxy holding Proxy Form A. or Form B. must cast his/her votes in one of the following manners, i.e. approve, disapprove, or abstain, and may not split his/her votes in each Agenda Item.
3. A proxy who is appointed by the custodian under Proxy Form C. may split his/her votes in each Agenda Item.
4. The Company will provide the voting cards at the registration desk to (a) the shareholders attending the meeting in person, (b) the proxies appointed under Proxy Form A. and (c) the proxies appointed under Proxy Form B. and Form C. in the event that the grantor has specified in the proxy form that the proxy shall have the right to consider and vote on his/her behalf as the proxy deems appropriate.
5. In the event that the grantor has specified the voting instruction in the proxy form, the Company will record such votes, together with the registration to attend the meeting of the proxy. In this regard, the Company will not distribute the voting cards to the proxy.
6. In casting the votes for each Agenda Item (except for Agenda Item 5: To consider the election of directors to replace those who will retire by rotation), the Company will collect only the voting cards from the shareholders or proxies who disapprove or abstain from voting. Such shareholders or proxies must write their votes for disapproval or abstention in the voting cards, and hand in such voting cards to the Company's officers at the time of casting the vote for each Agenda Item. In counting the votes, the Company will deduct the votes of the shareholders or proxies who disapprove or abstain from voting, and the invalid voting cards from all of the votes. Any shareholders or proxies who do not hand in the voting cards to the Company's officers shall be deemed as having approved such Agenda Item. In this regard, the shareholders or proxies who vote to approve are requested to write their votes for approval in the voting cards and hand in such voting cards to the Company's officers after the meeting is adjourned. In the case where the vote is not clearly written or is amended without a signature on the voting card, such voting card is deemed to be invalid.
7. As for Agenda Item 5: To consider the election of directors to replace those who will retire by rotation, the Company will arrange the vote casting for the election of each nominated director individually. In compliance with the Best Practice Guidelines for the Shareholders' Meeting of the Office of the Securities and Exchange Commission, the Company will collect the voting cards from all shareholders or proxies, whether approve, disapprove, or abstain from voting. However, to expedite the vote counting process, the Company will collect the voting cards of the shareholders or proxies who disapprove or abstain from voting first. Thereafter, the Company will collect the voting cards of the shareholders or proxies who vote to approve.

8. Before casting the votes in each Agenda Item, the chairman of the meeting or the person designated by the chairman of the meeting will give the shareholders and the proxies an opportunity to inquire or comment on the issues related to such Agenda Item as appropriate. In this regard, the shareholders or the proxies are requested to provide their names and surnames to the meeting before making any inquiry or comment.

9. Resolutions of the meeting require the following votes:

9.1 In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes;

9.2 In other cases as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution for each Agenda Item in the Invitation;

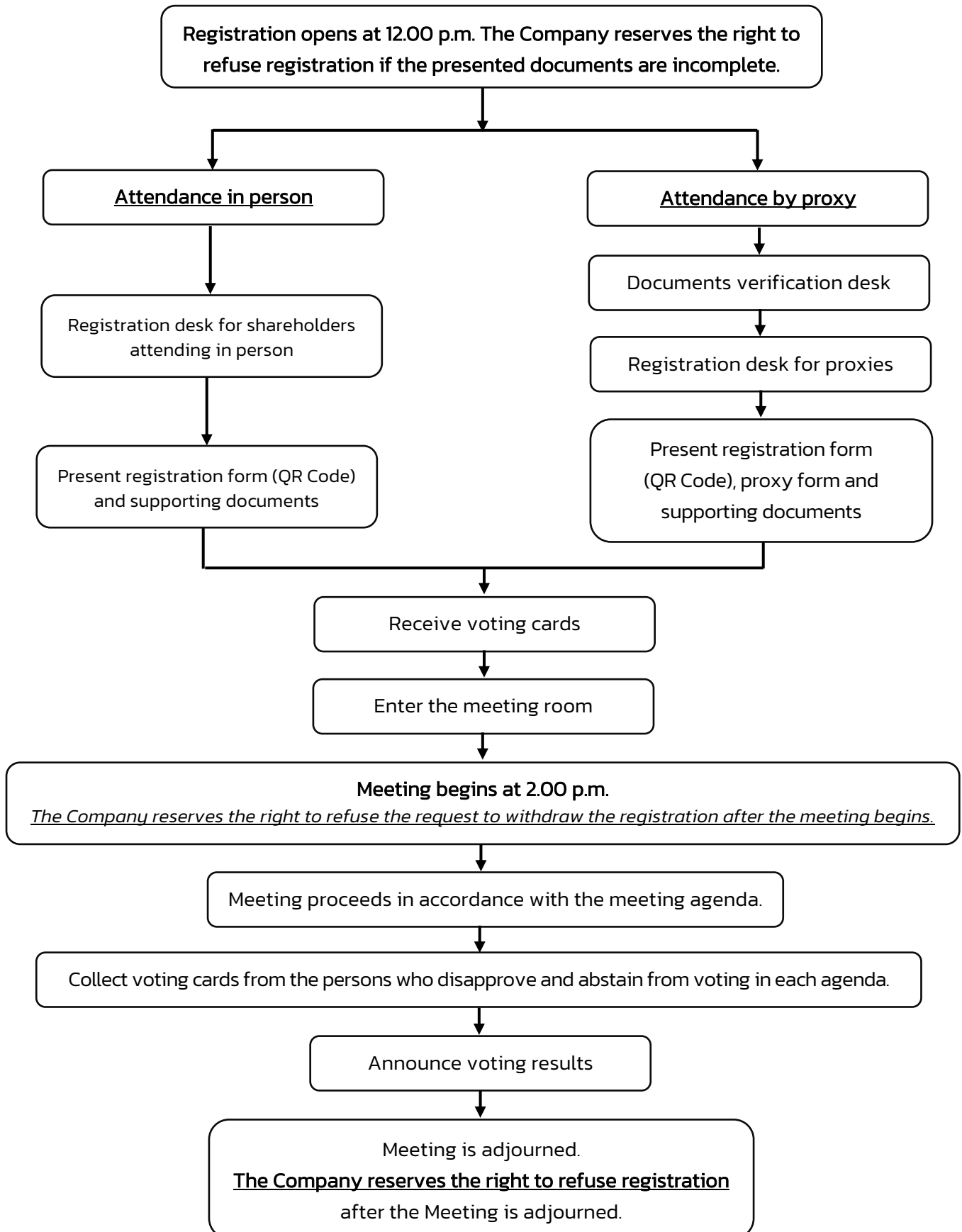
9.3 In the case of a tied, the chairman of the meeting shall have an additional vote as the deciding vote;

9.4 A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.

10. The vote counting will be conducted immediately and the chairman of the meeting or the person designated by the chairman of the meeting will announce the voting results to the meeting after the completion of the vote counting for each Agenda Item.

The Company will use the barcode system for registration and vote counting, and the Company will engage a legal advisor and/or a representative(s) from the minority shareholders to witness the vote counting to promote the principles of good corporate governance of the Company.

Meeting Procedures



Profiles of Independent Directors for Appointment as Proxy



1. Mr. Chaiwat Atsawintarakun

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

Age: 71 years

Address: No. 21, TST Tower, Soi Choei Phuang, Viphavadi-
Rangsit Road Chomphon, Chatuchak, Bangkok,
Thailand 10900

Conflict of Interest: No conflict of special interest in relation
to all agenda items.



2. Mr. Plakorn Wanglee

Position: Independent Director
Audit Committee Member, and
Nomination and Remuneration Committee Member

Age: 57 years

Address: No. 21, TST Tower, Soi Choei Phuang, Viphavadi-
Rangsit Road Chomphon, Chatuchak, Bangkok,
Thailand 10900

Conflict of Interest: No conflict of special interest in relation
to all agenda items.

Definition of Independent Director of the Company

The person who shall act as an Independent Director of the Company must possess qualifications pursuant to this Definition of Independent Director of the Company, which is "more stringent" than the regulations of the Securities and Exchange Commission of Thailand. The details are as follows:

1. Must not hold more than 0.75 percent of the total number of shares having voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, and, for the purpose of calculation, the number of shares held by a related person of such independent director shall also be included; *(Remark: this clause is more stringent than the Notification of the Capital Market Supervisory Board which stipulated that the independent director must not hold more than 1 percent of the total number of shares having voting rights of the Company)*

2. Must not be or have been an executive director, an employee, a member of staff, an advisor who receives a regular salary, or a controlling person of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, unless such status has ceased for at least 2 years before the date of appointment as an independent director. Such prohibited characteristic does not include the independent director who was act as government officer or counsellor of the government agency who is the major shareholder or a controlling person of the Company;

3. Must not be a person who is related by blood or law as the father, mother, spouse, sibling, and child, including being the spouse of a child, of any other director, executive, major shareholder, controlling person, or any person who is to be nominated as a director, an executive, or a controlling person of the Company or its subsidiary;

4. Must not have or have had any business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in the manner that may obstruct the exercise of his/her independent judgment, and must not be or have been a key shareholder or a controlling person of any entity having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, unless such status has ceased for at least 2 years before the date of appointment as an independent director.

The business relationship as stated in the first paragraph shall include conducting ordinary business transactions, offering or taking on leases of any immovable properties, conducting transactions relating to assets or services, or granting or accepting any financial supports by way of offering or taking on loans, guarantees, asset-based collaterals, including any other similar actions, which result in the Company or the counterparty being indebted to the other party in the amount of 3 percent or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lesser, where the consideration of such

indebtedness shall include the indebtedness taking place during a period of 1 year prior to the commencement date of the business relationship with such person;

5. Must not be or have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of any audit firm of which the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, is a member, unless such status has ceased for at least 2 years before the date of appointment as an independent director;

6. Must not be or have been a provider of any professional services, including a legal advisor or a financial advisor who receives or has received service fees in the amount of more than Baht 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of such professional services provider, unless such status has ceased for at least 2 years before the date of appointment as an independent director;

7. Must not be a director who has been appointed as a representative of director of the Company, a major shareholder, or a shareholder who is a related person of the major shareholder;

8. Must not engage in the business of the same nature as and in significant competition with the business of Company or its subsidiaries, and must not be a key partner in a partnership, an executive director, an employee, a member of staff, or an advisor who receives a regular salary, or hold more than 1 percent of the total number of shares having voting rights of a company that engages in the business of the same nature as and in significant competition with the business of the Company or its subsidiaries; and

9. Must not have any other characteristics that may obstruct his/her ability to give independent opinion on the Company's operation.

After being appoint as an Independent Director who possess qualification in accordance with Clause (1) to (9), an Independent Director may be authorized by the Board of Directors to decide on the business operation of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder or controlling person of the Company, with a collective decision method.

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.

อากรแสตมป์
20 บาท
Duty Stamp
of Baht 20

เลขทะเบียนผู้ถือหลักทรัพย์ _____
Shareholder's registration number

เขียนที่ _____
Written at

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

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่บ้านเลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing at No. Soi Road Sub-district

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

(2) เป็นผู้ถือหุ้นของ บริษัท แรบบิท โฮลดิ้งส์ จำกัด (มหาชน)
As a shareholder of Rabbit Holdings Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding a total number of shares and entitled to vote in the number of votes as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary shares of shares, entitled to vote in the number of votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred shares of shares, entitled to vote in the number of votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby grant (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย
และระบุรายละเอียดของผู้รับมอบฉันทะ:
If choosing No. 1 please mark
and provide details of the proxies.

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years residing at No.
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code Or
ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years residing at No.
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย
และเลือกกรรมการอิสระ:
If choosing No. 2 please mark
and select the independent directors.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้
The independent directors of the Company as follows:
 นายชัยวัฒน์ อัครวินทรางกูร หรือ
Mr. Chaiwat Atsawintarangkun or
 นายพลากร หวังหลี่
Mr. Plakorn Wanglee

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏตาม สิ่งที่ส่งมาด้วย 5 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2567)

In the case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement. (Details of Independent Directors are set out in Enclosure 5 of the Invitation to the Annual General Meeting of Shareholders for the year 2024)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 14.00 น. ณ ห้องพญาไทแกรนด์ บอลรูม ชั้น 6 โรงแรมอีสติน แกรนด์ พญาไท เลขที่ 18 ถนนพญาไท แขวงทุ่งพญาไท เขตราชเทวี กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2024 on Thursday April 25, 2024, at 2.00 p.m., at Phayathai Grand Ballroom, 6th Floor, Eastin Grand Hotel Phayathai, No. 18 Phaya Thai Road, Thung Phaya Thai Sub-district, Ratchathewi District, Bangkok 10400, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ

Agenda 1 Message from the Chairman to the Meeting

(ไม่มีการลงคะแนนเสียงในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 2 To acknowledge the report of the Company's business operation for the fiscal year ended 31 December 2023

(ไม่มีการลงคะแนนเสียงในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณาและอนุมัติรายงานและงบการเงินรวมของบริษัทฯ และบริษัทย่อย สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 3 To consider and approve the Company's and its subsidiaries' report and consolidated financial statements for the fiscal year ended 31 December 2023

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

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

วาระที่ 4 พิจารณาและอนุมัติการงดจ่ายเงินปันผล สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 4 To consider and approve no distribution of the dividend payment for the fiscal year ended 31 December 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 5 To consider the election of directors to replace those who will retire by rotation

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- เลือกตั้งกรรมการที่ได้รับการเสนอชื่อทั้งหมด
Elect the entire group of nominated directors
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- เลือกตั้งกรรมการเป็นรายบุคคล
Elect each nominated director individually
 1. ชื่อกรรมการ..... นายรังสรรค์ ศรีวรศาสตร์.....
Director's name..... Mr. Rungson Sriworasat.....
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
 2. ชื่อกรรมการ..... นายสุรจิตร ก้องวัฒนา.....
Director's name..... Mr. Surajit Gongvatana.....
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
 3. ชื่อกรรมการ..... นางสาวสรญา เสจียร์โกเศศ.....
Director's name..... Ms. Soraya Satiangoset.....
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนของคณะกรรมการบริษัท และคณะกรรมการชุดย่อย ประจำปี 2567

Agenda 6 To consider and determine the remuneration of the Board of Directors and Sub-Committees for the year 2024

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี สำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2567

Agenda 7 To consider and approve the appointment of auditors and determination of the audit fee for the fiscal year ended 31 December 2024

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other business (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น
If the proxy does not vote in accordance with my/our voting instructions specified herein, such vote shall be deemed incorrect and is not the vote cast by the shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบ ฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting, and may not split his/her votes to different proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะผู้ถือหุ้นของ บริษัท แรบบิท โฮลดิ้งส์ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 14.00 น. ณ ห้องพญาไท แกรนด์ บอลรูม ชั้น 6 โรงแรมอีสติน แกรนด์ พญาไท เลขที่ 18 ถนนพญาไท แขวงทุ่งพญาไท เขตราชเทวี กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of **Rabbit Holdings Public Company Limited** at the Annual General Meeting of Shareholders for the year 2024 on Thursday April 25, 2024, at 2.00 p.m., at Phayathai Grand Ballroom, 6th Floor, Eastin Grand Hotel Phayathai, No. 18 Phayathai Road, Thung Phayathai Sub-district, Ratchathewi District, Bangkok 10400, or such other date, time and place as the meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

**Articles of Association
of
Rabbit Holdings Public Company Limited**

Chapter 1
General Provisions

- Clause 1. The term: “**Company**” in these Articles of Association shall mean “**Rabbit Holdings Public Company Limited**”
- Clause 2. These Articles of Association shall be called “**Articles of Association of Rabbit Holdings Public Company Limited**”
- Clause 3. The provisions not provided in these Articles of Association shall be governed and enforced under the laws concerning public limited companies B.E. 2535.

Chapter 2
Issue of Shares

- Clause 4. The Company’s shares shall be ordinary shares and preferred shares with equal par value, entered in named certificate.

The Company’s shares shall be fully paid up in money or in kind other than money. In making payment for shares, a subscriber or purchaser shall not offset any debts with the Company.

The rights attached to the preferred shares shall be as follows:

- (1) Between January 1, 2018 and December 31, 2022, the preferred shares’ rights shall be as follows:
- (a) Right to receive dividend
- (a.1) For the preferred shares issued between January 1, 2018 and December 31, 2018, when the Company pays dividends, holders of such preferred shares shall be entitled to receive dividends in each calendar year before holders of the ordinary shares at the rate of Baht 0.22 per preferred share and per calendar year.
- (a.2) For the preferred shares issued between January 1, 2021 and December 31, 2021, when the Company pays dividends, holders of such preferred shares shall be entitled to receive dividends in the calendar year 2021 at the rate of Baht 0.88 per preferred share and shall be entitled to receive dividends in the calendar year 2022 at the rate of Baht 0.22 per preferred share.

In distributing dividends, in case the total amount of dividends entitled to receive by any shareholder is less than 1 Satang, such amount shall be discarded.

- (b) Right to receive cumulative dividends
- (b.1) For the preferred shares issued between January 1, 2018 and December 31, 2018, in case, during any calendar year between January 1, 2018 and December 31, 2022, the Company pays no dividends or pays dividends less than the rate specified in (a.1), the holders of the preferred shares shall be entitled to cumulative dividends during such calendar year at the following rates:
1. At the rate of Baht 0.22 per preferred share and per calendar year in the event that the Company pays no dividends in such calendar year; or
 2. At the rate equal to the difference between the actual dividends received per preferred share in that calendar year and the rate specified in (a.1) in case the Company pays dividends to the holders of the preferred shares at a rate lower than the rate specified in (a.1).
- (b.2) For the preferred shares issued between January 1, 2021 and December 31, 2021, in case, during any calendar year between January 1, 2021 and December 31, 2022, the Company pays no dividends or pays dividends less than the rate specified in (a.2), the holders of the preferred shares shall be entitled to cumulative dividends during such calendar year at the following rates:
1. At the rate of Baht 0.88 per preferred share for the calendar year 2021 and at the rate of Baht 0.22 per preferred share for the calendar year 2022 in the event that the Company pays no dividends in such calendar year; or
 2. At the rate equal to the difference between the actual dividends received per preferred share in that calendar year and the rate specified in (a.2) in case the Company pays dividends to the holders of the preferred shares at a rate lower than the rate specified in (a.2).

In this regard, the preferred shares' right to cumulative dividends during the calendar years between January 1, 2018 and December 31, 2022 as specified in (b.1) and the preferred shares' right to cumulative dividends during the calendar years between January 1, 2021 and December 31, 2022 as specified in (b.2) shall remain in full force until the cumulative dividends are paid to all holders of the preferred shares in full even though such payment is made after December 31, 2022.

- (c) In case during any calendar year the Company pays dividends more than the rate specified in (a) and cumulative dividends as specified in (b) (if any), the holders of the preferred shares and the holders of the ordinary shares shall be entitled to receive such excess dividends per share at the same rate.
 - (d) In making each payment of dividends, the Company shall pay cumulative dividends as specified in (b) to the holders of the preferred shares in full first then pay dividends as specified in (a) to the holders of the preferred shares.

In case the Company has fully paid dividends as specified in (a), then the Company can pay dividends to the holders of the preferred shares and the holders of the ordinary shares as specified in (c).
 - (e) The voting rights attached to the preferred shares shall be equal to the voting rights attached to the ordinary shares.
- (2) After December 31, 2022, the rights attached to the preferred shares shall be as follows:
- (a) The preferred shares' right to dividends shall be the same as that of the ordinary shares except in the event that the Company has not paid the cumulative dividends as specified in 1(b) where the preferred shares shall be entitled to receive the cumulative dividends as specified in (1)(b) in full.
 - (b) In the event that the Company has not paid the cumulative dividends as specified in (1)(b) in full, the voting rights attached to the preferred shares shall be one share per one vote.
 - (c) After the Company has paid the cumulative dividends as specified in (1)(b) in full, the voting rights attached to the preferred shares shall be ten shares per one vote where any fraction of shares shall be discarded.
 - (d) After December 31, 2027, even though the Company may not have paid the cumulative dividends as specified in (1)(b) in full, the voting rights attached to the preferred shares shall be ten shares per one vote where any fraction of shares shall be discarded.
- (3) In case of any change in par value from a share split or a reverse share split, the preferred shares' rights shall be adjusted according to the applicable share split rate or reverse share split rate (as the case may be).
- (4) After December 31, 2022, the holders of the preferred shares may convert such preferred shares into ordinary shares at a ratio of one preferred share to one ordinary share. In this regard, the holders of the preferred shares must submit a notice of conversion according to the

form specified by the Company together with a share certificate to the Company within seven (7) business days before the last day of March, June, September, and December of each year.

- (5) In case of conversion of a preferred share into an ordinary share, the right to receive the cumulative dividends as specified in (1)(b) of the preferred shares that have been converted into ordinary shares shall end.

Clause 5. The Company shares are indivisible. If two persons or more subscribe for or hold one share or several shares jointly, those persons shall appoint only one among themselves to exercise the rights as a subscriber or shareholder, as the case may be.

Every share certificate of the Company shall have a signature of at least one director, but the directors may assign the Share Registrar under the securities and exchange law to sign or print the signature instead.

In case of assigning the Thailand Securities Depository Company Limited to be the Share Registrar of the Company, the procedures related to the registration matter of the Company shall be prescribed by the Share Registrar.

Clause 6. The Company shall issue and deliver share certificates to the shareholders within two (2) months of the date of acceptance of the registration of the Company by the Registrar, or of the date of full payment for shares where the Company sells the remaining shares or shares newly issued.

Clause 7. In case where any share certificate has been materially damaged or defaced, the shareholder may request the Company to issue the new share certificate to the shareholder by returning the current one to the Company. In this case, the Company shall issue the new share certificate to the shareholder within fourteen (14) days from the date of having received the application.

In case the share certificate has been lost or destroyed, the shareholder is required to produce the evidence of filing of the said statement with the police inquiry official or other appropriate evidence to the Company. The Company shall issue new share certificate within fourteen (14) days from the date of having received the evidence.

The Company may charge a fee for issuing the new share certificates to replace those having been lost, defaced, damaged or for the shareholder requesting the copy of the share register, in whole or in part, with the certification from the Company at the rate specified by law.

Clause 8. The Company shall not own its shares or take them in pledge, except for the following:

- (1) The Company may repurchase its shares from the shareholders who vote against a resolution of the shareholders meeting for making an amendment to the Articles of Association regarding the rights of voting and the rights to receive a dividend, if those shareholders who vote against such a resolution think it is not fair to them.

- (2) The Company may repurchase its shares for the purpose of financial management in the event that the Company has an accumulated profit and excess liquidity, and such repurchase will not cause financial trouble for the Company.

The shares being held by the Company will neither be counted to form a quorum of the shareholders meeting nor be eligible to vote and receive dividend payments.

The Company shall dispose of the repurchased shares mentioned in the first paragraph within the period prescribed in the ministerial regulations. If the Company fails to do so, or is unable to complete the disposal within the prescribed period, the Company shall reduce its paid-up capital by writing off such unsold shares.

The repurchase of shares, the disposal of the repurchased shares, and the cancellation of the repurchased shares shall be made in accordance with the rules and procedures set out in the ministerial regulations and the relevant laws.

A repurchase of shares shall be approved by the shareholders meeting unless the shares in the Company have been listed on the Stock Exchange of Thailand and a repurchase of shares in an amount of not more than ten (10) percent of the paid-up capital, a repurchase of shares shall be approved by the board of directors.

Chapter 3

Transfer of Share

Clause 9. The Company shares can be freely transferred, except that the Company shares held by the persons not having Thai nationality at any time shall not exceed forty-nine (49%) percent of the total issued shares.

Clause 10. A share transfer shall be valid upon the transferor's endorsement of the share certificate by stating the name of the transferee and having it signed by both the transferor and the transferee and upon delivery of the share certificate to the transferee. The transfer of shares will be effective against the Company upon the Company having received a request to register the transfer of the shares.

If the Company considers such transfer to be under the law and Articles of Association of the Company, the Company shall register the transfer of the shares within fourteen (14) days of the date of receipt of the request. If the Company sees that such transfer of share is incorrect or invalid, it shall inform the applicant within seven (7) days.

When the Company shares are registered as listed securities on the Stock Exchange of Thailand, the transfer of shares shall be in accordance with the securities and exchange law.

Clause 11. If a transferee wishes to obtain a new share certificate, he/she shall submit to the Company a written request bearing the signatures of the transferee with at least one (1) witness in certification thereof and simultaneously return the old share certificate to the Company. The Company shall register the transfer of the

shares within seven (7) days of the date of receipt of the request, and the Company shall issue a new share certificate within one (1) month of the date of receipt of the request.

- Clause 12. In case of the death or bankruptcy of a shareholder of the Company, if the persons entitled to the shares have produced to the Company lawful and complete evidence of entitlement, the Company shall register them in the shareholder register and issue new share certificates to them within one (1) month of the date of receipt of said evidence.

Chapter 4

Board of Directors

- Clause 13. The Board of Directors of the Company shall consist of not less than five (5) directors who have been elected from the shareholders meeting to conduct the businesses of the Company, and not less than half of the number of the Directors shall reside within the Kingdom and possess the qualification prescribed by the law.

The Company directors are entitled to receive the remuneration for their performance.

- Clause 14. The voting for election of directors shall be subject to following procedures:

- (1) In the election of directors, the shareholders may cast votes for individual or several directors simultaneously for available seats of all directors to be elected in that occasion as deemed appropriate by the shareholders' meeting. In the voting whether for individual or several directors aforesaid each candidate shall receive the votes for the number of all shares held by each shareholder whereby such shareholder may not allocate the different numbers of his/her votes to any candidate.
- (2) The top candidates, ranked in descending order from the highest number of votes received to the lowest, in the number equivalent to the available seats shall be appointed as directors. In case there is a tie of the votes for candidates in descending order in excess of the available seat, the Chairman of the meeting shall have a casting vote.

- Clause 15. At any the annual shareholders meeting, one-third (1/3) of the directors, or, if the number is not a multiple of three, then the number nearest to one-third (1/3), must retire from offices.

The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office for the longest period shall retire. A director retiring by rotation is eligible for re-election.

- Clause 16. Apart from retiring from the office by rotation, the director shall be relieved from office upon:

- (1) death;

- (2) resignation;
- (3) lack of qualifications or having prohibited characteristics under Section 68 of the Public Limited Companies Act B.E. 2535;
- (4) removal by a resolution of the shareholders meeting; or
- (5) removal by a court order.

Clause 17. Any director wishing to resign from office shall submit his or her resignation letter to the Company, and the resignation shall be effective from the date on which the resignation letter reaches the Company.

A director who has resigned under the first paragraph may also notify the Registrar of the resignation for the Registrar's acknowledgement.

Clause 18. In the case of a vacancy on the Board of Directors for reasons other than the expiration of the director's term of office, the Board of Directors shall elect a person who has the qualifications and who possesses no prohibited characteristics under Section 68 of the Public Limited Companies Act B.E. 2535 as the director in substitution at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than two months. The director elected to fill the vacancy aforesaid shall hold office only for the remaining term of office of the director whom he/she replaces.

The resolution of the Board of Directors under the first paragraph shall be by a vote of not less than three quarters (3/4) of the number of the directors remaining.

Clause 19. The shareholders meeting may pass a resolution removing any director from office prior to retirement of the director's term of office, by a vote of not less than three quarters (3/4) of the number of shareholders attending the meeting and having the right to vote, with the number of shares totaling not less than half of the number of the shares held by the shareholders attending the meeting and having the right to vote.

Clause 20. A director may or may not be a shareholder of the Company.

Clause 21. The Board of Directors shall designate the Chairman of the Board.

The Board of Directors shall designate the Executive Managing Director and the President. The President is entitled to designate the General Manager, with an approval from the Board of Directors. And the General Manager has the same power as the Executive Managing Director and the President in the decision of the day-to-day problems, if the Executive Managing Director and the President so wish.

Any two directors may jointly sign and affixing Company seal to bind the Company. The Board of Directors may designate the name of the authorized director (s) together with affixing the Company seal.

Clause 22. At a meeting of the Board of Directors, not less than one half of the total number of directors present shall form a quorum. In case the Chairman of the Board is not present at the meeting or cannot perform his/her duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no Vice-Chairman or if there is a Vice-Chairman who is not present at the meeting or cannot perform his/her duty, the directors present at the meeting shall elect one of the directors to be the Chairman of the meeting.

Decisions of the Board of Directors meeting shall be made by majority votes.

Each director is entitled to one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall have another casting vote.

Clause 23. In calling a meeting of the Board of Directors, the Chairman of the Board or the person assigned by the Chairman of the Board shall serve written notice calling for such meeting to the directors not less than seven (7) days prior to the date of the meeting, except, where it is necessarily urgent or to preserve the rights or benefits of the Company, the Company may call the meeting by other methods and fix the meeting date earlier than the aforesaid.

Clause 24. The Board of Directors shall hold a regular meeting at least once every three (3) months at the Company's head office or in the province or abroad as designated by the Chairman of the Board. The Chairman of the Board may call a meeting of the Board of Directors or in the necessary case, two (2) or more directors may request the Chairman to call a meeting of the Board of Directors. In this case, the Chairman of the Board shall fix the date of the meeting within fourteen (14) days of the date of receipt of such request.

Clause 25. The Board of Directors shall perform the duties in compliance with the laws, objects and Articles of Association of the Company and the resolutions of the shareholders meeting.

Clause 26. No director shall operate any business or become a partner in an ordinary partnership or an unlimited partner in a limited partnership or a director of other juristic person which has the same nature of business as and is in competition with the business of the Company unless he/she notifies the shareholders meeting prior to the resolution for his/her appointment.

Chapter 5

Shareholders' Meetings

Clause 27. The shareholders' meeting of the Company shall hold at the registered office of the Company or other place as the Directors shall fix and notify in the summoning notice.

- Clause 28. (1) The Board of Directors shall hold a shareholders' meeting as an Annual General Meeting within four (4) months from the end of the fiscal year of the Company.
- (2) Shareholders meetings other than the one referred to in the first paragraph shall be called an Extraordinary General Meeting.
- (3) The Board of Directors may call an Extraordinary General Meeting of shareholders at any time as appropriate. Or, the one sole shareholders or group of shareholders holding shares together amounting to not less than ten (10) percent of the total number of issued shares may submit their names in a request asking the Board of Directors to call an Extraordinary General Meeting, but the reasons and objections for the request for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall call a shareholders' meeting to be held within forty-five (45) days from the date of receipt of such request from the said shareholders.

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

- Clause 29. In calling a shareholders meeting, the Board of Directors shall prepare a written notice calling the meeting, stating the place, date, time, Agenda Item of the meeting and the matters to be proposed to the meeting with reasonable detail, also indicating clearly whether it is the matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters. Such notice shall be delivered to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting and also be published in a newspaper for three (3) consecutive days not less than three (3) days prior to the date of the meeting.

- Clause 30. In a shareholders' meeting there shall be shareholders and proxies (if any) attending at a shareholders' meeting not less than twenty-five (25) persons or not less than one half of the total number of shareholders, with the number of shares in aggregate amounting to not less than one-third (1/3) of the total number of issued shares in the Company in order to constitute a quorum.

- Clause 31. (1) At any shareholders meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending

the meeting is still inadequate for a quorum as required, and if such shareholders meeting was called by a request of the shareholders, such meeting shall be cancelled. If such shareholders' meeting was not called by a request of the shareholders, the meeting shall be reconvened and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

(2) The notice of the meeting as adjourned shall specify the Agenda Item of the meeting and the adjourned meeting shall not consult or resolve on any other matters not specified in such notice.

Clause 32. (1) For a meeting of shareholders, a shareholder may appoint any other person who comes of age as proxy to attend the meeting and vote on his/her behalf. The proxy form shall have the date and the signature by the appointing shareholder and shall be in the form as specified by the Registrar, at least with the following particulars:

1. the number of shares held by the appointing shareholder,
2. the name of the proxy; and
3. the number in order of the meeting which the proxy is appointed to attend and vote thereat.

(2) The proxy whose name appears in the proxy form shall submit the instrument appointing the proxy to the Chairman or to the person designated by the Board of Directors at the meeting place before the proxy attends the meeting. If the shareholder is a juristic person, it shall produce evidence showing that the appointer is the person authorized to sign to bind such juristic person to be shown to the Chairman by attaching it to the proxy form.

(3) In case where the proxy is also a shareholder or not a shareholder but appointed from more than one (1) shareholder, the proxy shall be entitled to vote in accordance with the vote of the person(s) appointing him, apart from his own voting rights as a shareholder.

Clause 33. (1) The Chairman of the Board shall be the Chairman of the general shareholders meetings. If the Chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall act as the Chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

(2) In case of a tie of votes, the Chairman of the meeting shall have a casting vote.

Clause 34. The Chairman may adjourn a general meeting with the consent of the meeting, but in the subsequent meeting as adjourned, no other business may be discussed except for those pending from the previous meeting. And, the meeting shall fix the place, date, and time for the next meeting and the Board of Directors shall serve the notice of the meeting specifying place, date, and time, and the Agenda Item of the meeting to the shareholders not less than seven (7) days prior to the meeting date, provided that it shall publish such notice in a newspaper for not less than three (3) consecutive days prior to the date of the meeting not less than three (3) days.

Clause 35. The resolution of the shareholders meeting shall require the following votes:

- (1) In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie of votes, the Chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-quarter (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:
 - a. Sale or transfer of the whole or a substantial part of the Company's business to other persons.
 - b. Purchase or acceptance of transfer of the business of other companies or private company to the Company.
 - c. The making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the merger of the business with other persons with the purpose of profit and loss sharing.
 - d. Amendment to the Memorandum or Articles of Association of the Company.
 - e. Increase or reduction of the capital of the Company or issue of bonds.
 - f. Amalgamation or dissolution of the Company.

Chapter 6 Auditors

Clause 36. The shareholders' meeting shall appoint and fix the remuneration of the auditor.

Clause 37. The retiring auditor may be re-elected to become the Company auditor.

Clause 38. The auditor shall not be an incumbent director or representative or employee of the Company.

Clause 39. The auditor has the power to examine during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regard,

the auditor shall also have the power to question the directors, staff members, employees, persons holding any position or having any duty in the Company, and representative of the Company, including asking them to give an explanation or to deliver documents or evidence in connection with the operation of the business of the Company. The auditor shall prepare a report to be submitted to the Annual General Meeting of Shareholders on the balance sheet and profit and loss accounts, including report on the opinion of the auditor on the balance sheet and profit and loss accounts as already audited for presenting the facts and correctness of the status of the operation of the Company.

- Clause 40. The auditor has the duty to attend every shareholders' meeting at which the balance sheet, the profit and loss accounts and the problems relating to the accounts of the Company are considered in order to explain the auditing to the shareholders. The Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders at that shareholders' meeting.

Chapter 7

Dividends and Reserve Fund

- Clause 41. No dividends shall be paid from other monies than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.

The Board of Directors may pay interim dividends to the shareholders from time to time if the Board sees that the profits of the Company justify such payment, and such dividends payment shall be reported to the shareholders at the next shareholders meeting.

Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholders meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice of dividends payment shall also be published in a newspaper within one (1) month after the shareholders meeting has approved or the Board of Directors has resolved, as the case may be.

- Clause 42. The Company shall allocate part of its annual net profits as reserve fund for not less than five (5) percent of its annual net profits less accumulated losses brought forward (if any) until this fund reaches an amount not less than ten (10) percent of the registered capital. Apart from the specified reserve fund, the Board of Directors may propose to the shareholders' meeting to resolve for the allocation of other reserve funds as deemed appropriate for the operation of the business of the Company.

Chapter 8

Books and Accounts

- Clause 43. The fiscal year of the Company shall commence on 1st January and end on 31st December of every year.

- Clause 44. Books and accounts of the Company may be made and kept in the English language, together with the Thai translation in the case where the law requires translation.
- Clause 45. The Directors shall cause true and complete the following accounts to be kept:
- (1) of the sums received and expended by the Company including of the matters in respect of which each receipt or expenditure takes place; and
 - (2) of the assets and liabilities of the Company;
- Clause 46. The Company shall prepare and maintain accounts including the auditing of accounts as required by the relevant laws and shall prepare the balance sheet and the profit and loss accounts at least once in every twelve (12) months which is the fiscal year of the Company for submission to the shareholders meeting for consideration and approval thereof at the Annual General Meeting.
- Clause 47. The Board of Directors shall deliver the following documents to the shareholders along with written notices calling for an Annual General Meeting:
- (1) copies of the balance sheet and the profit and loss accounts which have been examined by the auditor, together with the audit report of the auditor;
 - (2) the annual report of the Board of Directors.
- Clause 48. The Board of Directors shall cause minutes of all proceedings and resolutions of all meetings of shareholders and directors in Thai language, together with the English translation, to be recorded and duly entered in the minutes book which shall be kept at the registered office of the Company. Any such minutes are presumed correct evidence of the matters therein contained in such book.

Chapter 9 Additional Provisions

- Clause 49. The Company may issue other securities under the securities and exchange law.
- Clause 50. The seal of the Company shall be as follows:



- Clause 51. In case the Company or its subsidiary enters into a connected transaction or a transaction related to the acquisition or disposal of the major assets of the Company or its subsidiary as defined under the notifications of the Stock Exchange of Thailand governing the entering into of a connected transaction of listed companies or a transaction related to acquisition or disposal of the major assets of listed companies, the Company shall comply with the said rules and procedures as prescribed in respect thereof by the said notifications.



Notice of Meeting Form (Registration Form with QR Code)

(Please see the document provided separately)



Guideline for QR Code Usage for Downloading Invitation to the Annual General Meeting of Shareholders for the year 2024 and Annual Report 2023 (Form 56-1 One Report)

Shareholders can download the Invitation to the Annual General Meeting of Shareholders for the year 2024 and Annual Report 2023 (Form 56-1 One Report) through the QR Code provided on the Notice of Meeting (Registration Form with QR Code) by following the steps below.

For iOS operating system (iOS 11 or upper)

1. Turn on the camera on your mobile phone or iPad.
2. Scan the QR code by turning your camera on your mobile phone to face the QR Code.
3. The notification will appear on the screen. Click on the notification to download.

For iOS operating system and Android operating system

Shareholders can download the above documents through various applications, e.g. QR Code Reader, Facebook or Line. The process for scanning the QR Code through Line application are as follows:

1. Access to Line application and click on "Add Friend" and then select QR Code.
2. Scan the QR Code by turning your camera on your mobile phone to face the QR Code.
3. The notification will appear on the screen. Click on the notification to download.



As of March 7, 2024

(–Translation–)

Privacy Policy for Shareholders' Meeting of Rabbit Holdings Public Company Limited

Rabbit Holdings Public Company Limited (the "Company") realizes the importance of the protection of personal data. The Company therefore shall comply with its safety measure for the collection, use and/or disclosure of the Personal Data (as defined below).

This Privacy Policy (the "Privacy Policy") describes how the Company collect, uses and/or discloses your Personal Data as a shareholder, proxy, custodian or the authorized person to act on behalf of a corporate shareholder for the Company's meeting of the shareholders/securities holders.

The Company may amend and/or revise this Privacy Policy from time to time which you will be notified if any material amendment has been made. The latest amendment date will be indicated on the top of page of the Privacy Policy. The Company urges you to carefully read and consistently review any amendment to the Privacy Policy made by the Company under the terms and conditions of this Privacy Policy.

1. Personal data collected by the Company

For the purpose of this Privacy Policy, "Personal Data" means any information relating to a person, which enables the identification of such person, whether directly or indirectly as described below.

The Company may collect your Personal Data, whether directly or indirectly from other source, i.e. the Company may collect your Personal Data directly from you (e.g. through your interaction on the Company's online platform, website or mobile application, e-mail, telephone, questionnaire, name card, post, during meetings and events, personal appointment, or from the Company's system, database or transportation software system, and/or electronic files).

Furthermore, the Company may collect your Personal Data indirectly from the companies under BTS Group (as defined in the Clause "Disclosure of your Personal Data to third parties" below) or public sources (such as online media and third parties or relevant governmental authorities' website). The Personal Data collected are subject to your relationship with the Company or BTS Group. The Company may collect your following Personal Data:

1) **Personal Data** such as name, last name, sex, nationality, occupation, date of birth, status, photograph, picture, voice recording, signature, identification number, passport number, taxpayer identification number, government official identification number, company registration certificate, business certificate (such as custodian) including information on driving license or information on any other cards issued by government authorities, details regarding shares/securities holding (such as corporate holder, number of

share/securities held, share/securities number, category, shareholding ratio), details on proxy (name, address of the proxy, name of the Company's independent director), information regarding voting at the meeting (such as your voting at each agenda whether you agree, disagree or abstain etc.) and/or dividend amount;

2) Contact Information such as address, phone number, mobile phone number and/or e-mail;

3) Financial Information such as information regarding bank account (such as account name, account number, name of the bank, swift code, account location) and/or information on the relevant contracts such as Share Purchase Agreement; and

4) Sensitive Information such as health information (for the purpose of screening and control of communicable or epidemic disease).

The Company will not collect, use and/or disclose sensitive Personal Data unless the Company has obtained an explicit consent from you or it is legally permissible to do so.

In the event that the Company has collected Personal Data of other person from you (such as father, mother, spouse, child or emergency contact person), e.g. name, last name, address, relationship, contact information and any relating documents, the Company shall deem that you represent and warrant to the Company that you have an authority to do so by (1) inform such person of the details of this Privacy Policy and (2) you obtained consent (as necessary or required by law) for the Company to use such Personal Data under this Privacy Policy.

Remark: For supporting document for registration and/or proxy appointment that the shareholders and/or proxies submitted to the Company which may contain sensitive personal data, such as race, blood type, and religion, which are not required for the purpose of holding the Shareholders' Meeting, the Company would like to inform that the Company has no intention to collect such sensitive personal data. As such, the shareholders and/or proxies may redact those sensitive personal data prior to submitting the documents to the Company. In case that the shareholders and/or proxies did not redact those sensitive data contained in the documents, the Company reserves its right to redact such sensitive personal data. In such case, it shall be deemed that the Company has not collected any of the said sensitive personal data.

2. Purposes of the collection, use and/or disclosure of your Personal Data

Apart from obtaining your consent in the case that it is legally required, to collect, use and/or disclose your Personal Data for the following purposes, the Company may rely on or hold to (1) contractual basis – for entry into an agreement or execution of an agreement with data subject or performing contractual obligations to the data subject; (2) legal obligations basis – for the legal compliance of the Company; (3) basis of lawful benefit of the Company and third parties, which must be in proportion to the benefit and fundamental rights in relation to your Personal Data; (4) basis of protecting or preventing harm against the life, body, or health of a person; and/or (5) public interest basis – for the performance of duty in carrying out a task for the public interest of or the performance of duty in exercising the state's power or other legal grounds as permissible under the law on personal data protection (as the case maybe), depending on your relationship with the Company:

- 1) identity check and verification and proceeding as you requested;
- 2) holding the meeting of shareholders/securities holders and proceeding regarding voting and vote counting at the meeting of shareholders/securities holders;
- 3) preparing the register book of shareholders/securities holders or preparing title documents for holding or transferring, issuing of new share/securities certificate and/or splitting share/securities certificates for the sale and purchase and/or exchange of share/securities;
- 4) dividend payment to the shareholders/securities holders;
- 5) security and maintaining security for the Company's business;
- 6) compliance with rules, regulation and articles of association of the Company, including laws and/or legitimate orders of the courts, regulatory authorities, government agencies, and/or state organizations;
- 7) exercising of rights or protecting the legitimate interest of the Company as necessary, such as auditing and protecting fraud, crime or non-compliance with laws;
- 8) public interest for protecting third parties who are in the premises or places under the Company's supervision; and
- 9) protecting or preventing harm against your life, body, health, or properties or those of third parties (as the case may be), such as for precaution of contagious disease or epidemic.

In the case that you cannot provide your Personal Data as the Company may request, as necessary, to collect your Personal Data as legally required, or to perform contractual obligations or to enter into an agreement with you, the Company may not be able to allow you to attend the meeting convened by the Company.

3. Disclosure of your Personal Data to third parties

The Company may disclose your Personal Data to BTS Group, the Company's business partners, securities depository, service providers (such as the company providing services on registration system and vote counting), consultants, law enforcing agencies, courts, state officials, state agencies and regulatory authorities. Please see the list of companies under BTS Group at <https://www.rabbitholdings.co.th/en/corporate-governance/personal-data-protection-policies>

4. Transfer of your Personal Data to foreign countries

The Company may disclose or transfer your Personal Data to foreign countries with a personal data protection standard that is higher or lower than of Thailand. The Company shall proceed per the procedures required by the law.

5. Period for retention of personal data

The Company shall retain your Personal Data for as long as it is reasonably necessary to fulfil the purpose for which the Company collected it and to comply with the applicable laws. The Company may retain your Personal Data longer if it is necessary for the Company's compliance with applicable laws.

6. Cookies and Cookies Usage

If you visit the Company's website, the Company will automatically collect your data by using tracking tools and cookies (including but not limited to Google Tag Manager, Google Analytics, Hotjar Matomo, Zendesk, Facebook Pixel Analytics, Facebook Ad Manager and Google Cloud). Cookies are tracking technology to analyze trend, manage the Company's website, track the website's user behavior or remember users' personalization setting. Some of the cookies are necessary for appropriate operation of such website. The others are for convenience of the users, such as cookies which remember your username securely and your preferred language.

Most browsers allow you to allow or block cookies. If you block cookies, your ability to use or access a part of or all functions in the Company's website may be restricted. Please see further of Cookies Policy at <https://www.rabbitholdings.co.th/en/corporate-governance/personal-data-protection-policies>

7. Safety measure

The Company has prepared adequate personal data protection safety measure which includes administrative safety measure, technical safety measure and physical safety measure in relation to the access or control of the access to Personal Data to maintain the confidentiality, accuracy, and completeness, and readiness for the use of Personal Data for the purpose of avoidance of loss, access, use, change, amendment or disclosure of personal data without authority or improperly in compliance with the applicable laws.

For further details of the Company's safety measure, please see full version of Privacy Policy of the Company at <https://www.rabbitholdings.co.th/en/corporate-governance/personal-data-protection-policies>

8. Your rights as a data subject

Subject to the applicable laws and legal exemptions thereunder, you may have the rights to access, and obtain a copy of your Personal Data, to request the Company to disclose the acquisition of your Personal Data without your consent, to transfer, amend, erase, destroy, and anonymize your Personal Data, including to object and suspend the collection, use and/or disclosure of your Personal Data in certain cases. The Company may withdraw your consent in the case that the Company is relying on such consent. In addition, if you

consider that the Company violates the provisions of the law on personal data protection, you have the right to lodge a complaint to the relevant authority as prescribed by law.

9. Company contact information

Should you have any questions, inquiries or requests to exercise the rights in relation to your Personal Data, please kindly contact the Data Protection Officer (DPO) at:

Rabbit Holdings Public Company Limited

No. 21, TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak,

Bangkok, Thailand 10900

Email: dpo@rabbitholdings.co.th

Tel: 02-2738838



Map of the Meeting Venue

Eastin Grand Hotel Phayathai

Phayathai Grand Ballroom, 6th Floor, Eastin Grand Hotel Phayathai

No. 18 Phaya Thai Road, Thung Phaya Thai Sub-district, Ratchathewi District, Bangkok 10400.

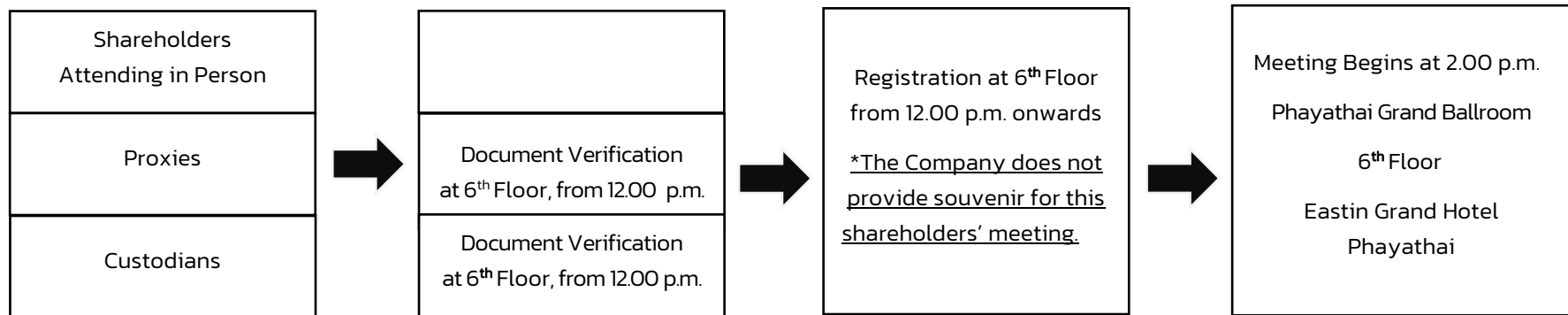


Travel by Public Transportation

- BTS Sky train : Phaya Thai BTS Station, Exit 1
- Buses through Sathorn Road : Nos. 29, 34, 36,54, 59, 172, 177, and 187
- Eastin Grand Hotel Phayathai Telephone Number : 02-483-2899



**Schedule of the Annual General Meeting of Shareholders for the year 2024
on Thursday April 25, 2024, at 2.00 p.m.,
Phayathai Grand Ballroom, 6th Floor, Eastin Grand Hotel Phayathai**



Meeting Attendance Guidelines (Please see additional details in Enclosure 4.)

1. The Company prepares duty stamp for appointment of proxy to facilitate the shareholders who attend the meeting.
2. The Company reserves the right to refuse the requests for registration if the documents are incomplete or to withdraw the registration after the meeting begins.
3. The attendees are not required to sign the voting cards. Therefore, please keep the voting cards carefully to protect the voting right.
4. To amend the vote, please cross out the unwanted mark in the box on the voting card and sign next to it, and write a new mark in the desired box .
5. Invalid cards include unclear markings in the box or amendment without a signature, etc.
6. The Company reserves the right to disregard voting cards submitted after the announcement of the voting results of such agenda item.



RABBIT HOLDINGS PUBLIC COMPANY LIMITED

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