



**PAN ASIA FOOTWEAR PUBLIC COMPANY LIMITED**

**Notice of the General Meeting of Shareholders**

**No. 46**

**Tuesday, April 23, 2024 at 15 hrs.**

**At Chao Phraya Room 2, Monthien Riverside Hotel**

**No.372, Rama 3 Road, BangKho Sub-district, Bang Kho Laem**

**District, Bangkok 10120**

**Registration starts at 13 hrs.**

**Please bring the Registration Form with *Barcode* to the meeting  
for convenience in registration**



AF 018/2024

April 2<sup>nd</sup>, 2024

**Notice of the 46<sup>th</sup> Annual General Meeting of Shareholders**

Messer : Shareholders of Pan Asia Footwear Public Company Limited.

Enclosures :

- 1) Copy of Minutes of the Annual General Meeting of Shareholders No. 45 on April 25, 2023
- 2) Annual Report 2023 (Form 56-1 One Report) as QR Code comprised of Report of the Board of Directors, Financial Statements for the year ended 31 December 2023
- 3) Profiles of the nominees for the position of directors.
- 4) The definition of “Independent Director”
- 5) Profiles of the independent directors proposed by the company to act as proxy for shareholders.
- 6) The Copy of the company's of Association relating to the Annual General Meeting of Shareholders
- 7) Documents and evidence of the attended person that must be presented before attending the meeting, and regulation for the meeting.
- 8) The process of Registration for the Annual General Meeting of Shareholders.
- 9) Map of the venue for the Annual General Meeting of Shareholders.
- 10) Requirement Form of the Annual Report (Form 56-1 One Report) in printed edition.
- 11) Proxy Form B.
- 12) Notification of Meeting with printed barcode (Please, bring on the meeting day).
- 13) QR Code downloading procedures for the Annual Report 2023

Whereas the Board of Directors, Pan Asia Footwear Public Company Limited (PAF), has considered to hold the 46<sup>th</sup> Annual General Meeting of Shareholders on Tuesday, April 23<sup>rd</sup> 2024 at 15.00 hrs. at Chao Praya Room 2, Montien Riverside Hotel, No. 372, Rama 3 Road, Khwaeng Bangklo, Khet Bangkkolerm, Bangkok 10120. The Board of Directors has set the record date to determine the names of shareholders' right to attend the 45<sup>th</sup> Annual General Meeting of shareholders be on 12 March 2024

The company had granted the opportunity to the shareholders to propose agenda and nominate candidates to be elected as Directors in advance during 1-31 December 2023 for the 46<sup>th</sup> Annual General Meeting of Shareholders.

None of Shareholders proposes any agenda or nominates candidate to be elected as Director. Therefore, the company considers the following agendas:-

**1. To certify the minutes of the Annual General Meeting of Shareholders No. 45 on April 25, 2023**

**Fact and reason** : The foresaid meeting had been reported within 14 days after the meeting date and already submitted to the Stock Exchange of Thailand and Department of Business Development of Ministry of Commerce in time regulated and had publicly disclosed on website [www.panasiafootwear.com](http://www.panasiafootwear.com) , herewith in **Attachment No. 1.**

**Comment of the Board** : Being approved and consented to propose to the shareholder meeting for approval.

**Voting resolution** : Based on majority votes of the shareholders present at the meeting and having voting rights.

**2. To acknowledge the Report of the Board of Directors for the previous year**

**Fact and reason** : The summary of the Company's performance during the year 2022 is shown in the Annual Report for the year 2023 (Form 56-1 One Report) as QR Code, submitted together with the notice of the Annual General Meeting of Shareholders , herewith in **Attachment No. 2.**

**Comment of the Board** : Such report should be submitted to The Meeting of Shareholders for acknowledgement.

**Voting resolution** : No voting required since this agenda is intended for acknowledgement purpose.

**3. To consider and approve the Financial Statements for the year ended December 31, 2023**

**Fact and reason** : In compliance with relevant law stipulating that a company shall prepare its financial statements at the end of the fiscal year of the company and be audited prior to proposing for shareholders' approval.

**Comment of the Board** : Being consented to propose to the shareholders for approval.

(Unit: million Baht)

Descriptions	Consolidated Financial statements	Separate Financial statements
Total Assets	1,087	844
Total Liabilities	452	273
Total Shareholders' Equity	636	570
Revenue from sales and Hire of work	2,864	2,123
Total Revenues	2,906	2,152
Net Profit (loss) (Owners of the parent company)	(2.61)	11.15
Earnings (loss) per Share (Baht)	(0.0048)	0.0206

Details are in the Financial Statements published in Annual Report 2023 (Form 56-1 One Report) herewith the **Attachment No. 2**.

**Voting resolution** : Based on majority votes of the shareholders present at the meeting and having voting rights.

**4. To consider and approve the appropriation of profit and dividend payment.**

**Fact and reason** : The Company has the policy to pay the dividend at least 50% by the consideration of business results and economic conditions. In 2023 , The company had a net profit for the year of the separate financial is amounting to 11.15 Million Baht. The Board to propose to the General Meeting of Shareholders the appropriation of profit and dividend payment.

**Comment of the Board** : To propose to General Meeting of Shareholders the appropriation of profit and dividend payment as follow; legal reserve 5% from net profit total amount 558,000 Baht and dividend payment is Baht 0.0102 per share, of 540,000,000 shares to be Baht 5,508,000.- or 49.42% of net profit from separate financial statement. The shareholders entitling to receive the dividend according to the name listed in the record date on May 3<sup>rd</sup>, 2024 and determine dividend payment date on May 23<sup>rd</sup>, 2024  
Details of dividend payment are as follows:

( the Separate Financial Statements )

Details of Dividend Payment	Unit	2023 (Propose to pay)	2022 (Paid)
1.Profit for the year	Baht	11,145,365	41,558,475
2.Retained earnings Unappropriated	Baht	268,851,722	263,768,677
3.Statutory reserve	Baht	558,000	2,083,530
4.Dividend per share	Baht/Share	0.0102	0.0102
5.Total dividend	Baht	5,508,000	5,508,000
6.The dividend ratio per net profit	%	49.42	13.26
7.Number of share	Shares	540,000,000	540,000,000

**Voting resolution** : Based on majority votes of the shareholders present at the meeting and having voting rights.

**5. To consider and approve the allocation of guarantee limits for subsidiaries who have business relationship.**

**Fact and reason** : In order to manage the financial management of subsidiaries who have business relationships with the Company go smoothly growing continuously. Therefore, it is necessary for the company to provide a guarantee for the use of credit with the bank and financial institutions to subsidiaries, are as follows Pontex (Thailand) Co., Ltd., WBLP Co., Ltd., Advantage Footwear Co., Ltd. and Pek Industries Co., Ltd. who have a business relationship with the Company in the amount not exceeding 500 million baht according to general trading conditions.

**Comment of the Board** : The Board of Directors proposed to the meeting to consider the allocation of a guarantee limit for credit use with the bank and financial institutions for subsidiaries, as are follows Pontex (Thailand) Co., Ltd., WBLP Co., Ltd., Advantage Footwear Co., Ltd. and Pek Industries Co., Ltd. who have a business relationship with the Company in the amount not exceeding 500 million baht according to general trading conditions.

**Voting resolution** : Based on majority votes of the shareholders present at the meeting and having voting rights.

**6. To consider and election of directors in replacement of those who are retired by rotation**

**Fact and reason** : In compliance with the Public Limited Companies Act and Clause 22 of the Company's Articles of Association, one-third of the directors must retire from office by rotation at the Annual General Meeting of Shareholders, The General Meeting of Shareholders No. 46<sup>th</sup>, there are the Company's Directors who are retired by rotation as follows;

- |                               |          |
|-------------------------------|----------|
| 1. Mr. SOMMAT KHUNSET         | Director |
| 2. Mr. WICHIT PRAYOONWIWAT    | Director |
| 3. Mr. TANAKORN TREEPOLAKSORN | Director |

According to the Company had given the opportunity to shareholders to propose nominate candidates to be elected as the Company's Directors in the General Meeting of Shareholders for the years 2024 since December 1,2023 to December 31 2023, there was not any shareholders propose nominate candidates to be elected as the Company's Directors. At present, the company has a total of 10 Company's Directors The Board of Directors to scrutinize selecting qualified candidates on an individual as the members of the committee with interests did not vote to select themselves and the Board has determined that the person to be nominated as an independent director to be able to comment freely and comply with related regulations. Upon careful consideration of the candidates' qualifications in terms of Board Diversity and qualifications that were in accordance with the strategy of the company's business operation by using the analysis of skills, experience, knowledge and expertise of the board. The Nominating Committee unanimously resolved to recommend to The Board of Directors to nominate above 3 outgoing directors to re-elect these persons to serve another term as company directors.

**Comment of the Board** : The selection process has not been a director of the Company, through the Audit Committee because the Company has not yet appointed a Nominating Committee. The Board of Directors, excluding the Directors who are nominated persons, has resolution to approve 3 persons to be the Directors of the company for another term. In this regard, the Board of Directors has considered individual qualifications who are the persons with knowledge, ability, experience, and a background of expertise from various professions that meets the company's requirements, Including qualifications and features that are not prohibited by law. Relevant announcements and company regulations those who previously held the position of director of the company, has performed his duties as a company director very well, have used experience provide policy recommendations to the company. Therefore, the number of directors of the company is 10 people.

The profile of the nominated persons to be directors in replace of the company directors who are retired by rotation and profiles of persons nominated for new directorships are enclosed in the **Attachment No.3.**

**Voting resolution** : Based on majority votes of the shareholders present at the meeting and having voting rights.

## 7. To consider the Board of Director's remuneration

**Fact and reason** : According to the Articles of Association, Article 33, the company is not allowed to pay money or provided any property to the directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the Directors of the Company. It also excludes the remuneration and a welfare which Directors received as company's employee or staff. In 2023, the General Meeting of Shareholders agreed to approve the remuneration to Directors not exceed 10 million Baht a year, the company had actually paid Baht 3,000,000 consisting of, Baht 180,000 of meeting attendance fee, Baht 2,700,000 of the annum remuneration, Baht 120,000 of meeting attendance fee for Audit Committee.

**Comment of the Board** : The Board of Directors to consider and proposal. It should be proposed to the Annual General Meeting of Shareholders for approval to fix the remuneration not exceed Baht 10 Million a year. The amount excluded the remuneration and welfare which Directors received as Company's employee or staff and propose to pay as follows;

- (1) Board of Directors
  - Meeting attendance fee (paid to attending directors only)

	2024	2023
Chairman	5,000 (Baht/Meeting)	5,000 (Baht/Meeting)
Director	5,000 (Baht/Meeting)	5,000 (Baht/Meeting)

- Annual Remuneration is paid to all directors and allocated by the Board of Directors.

- (2) Audit Committee
  - Meeting attendance fee is paid by quarter

	2024	2023
Chairman	12,500 (Baht/Meeting)	12,500 (Baht/Meeting)
Director	10,000 (Baht/Meeting)	10,000 (Baht/Meeting)

The amount excluded the remuneration and welfare which Directors received as Company's employee or staff with the consideration on evaluation of Board of Directors operation. The fixing of remuneration has not passed the consideration of the committee for scrutiny of remuneration. However, the fixing of remuneration for Board of Directors has been carefully considered by the meeting of the Board of Directors of the Company by comparing with and referring to the same type of industry.

Remuneration of other subcommittees, which were organized by the Board, will be in the consideration of the Board of Directors and considered by appropriateness, duties and responsibilities. From the General Meeting of Shareholders approval until changes, the remuneration payment will not exceed the amount which approved by the General Meeting of Shareholders.

**Voting resolution** : This agenda must be approved which is not less than 2/3 (two-thirds) of all shareholders who attended the meeting.

## 8. To appoint the Company's auditor and to consider the auditor fees

**Fact and reason** : According to the regulations of the company No. 50 and 51, the auditor shall not be a director, staff member employee or a person holding any office. An auditor shall be elected annually by the general shareholders meeting. A retiring auditor may be elected. In 2023, the Auditor are Mr. Virach Aphimeteetamrong, Certified Public Accountant No. 1378 had never served as company auditor certifying the company's financial statements or Mr. Chaiyakorn Aunpitipongsa, Certified Public Accountant No. 3196 had never served as company auditor certifying the company's financial statements or Mr. Apiruk Ati-anuwat, Certified Public Accountant No. 5202 had served 1 term as company auditor certifying the company's financial statements from 2023 or Miss Ratchneekon Vijaksilp, Certified Public Accountant No. 5801 had never served as company auditor certifying the company's financial statements or Miss Kornkaew Dabkaew, Certified Public Accountant No. 8463 had never served as company auditor certifying the company's financial statements of Dr. Virach and Associates Company Limited.

The Audit Committee had considered and proposal elected

1	Mr. Virach	Aphimeteetamrong	Certified Public Accountant No.	1378	Or
	had never served as company auditor certifying the company's financial statements				
2	Mr. Chaiyakorn	Aunpitipongsa	Certified Public Accountant No.	3196	Or
	had never served as company auditor certifying the company's financial statements				
3	Mr. Apiruk	Ati-anuwat	Certified Public Accountant No.	5202	Or
	had served 1 term as company auditor certifying the company's financial statements from 2020-2023				
4	Miss Ratchneekon	Vijaksilp	Certified Public Accountant No.	5801	Or



had never served as company auditor certifying the company's financial statements

5 Miss Kornkaew Dabkaew Certified Public Accountant No. 8463

had never served as company auditor certifying the company's financial statements

any one of Dr.Virach and Associates Company Limited to be the Company's Auditor for the year 2024 and determined the remuneration of auditor fee as follows;

	<u>2024</u>	<u>2023</u>
Review of the financial statements for quarter 1,2,3	900,000 Baht	780,000 Baht
Audit fee for the year ended December 31	<u>770,000 Baht</u>	<u>670,000 Baht</u>
Total	<u>1,670,000 Baht</u>	<u>1,450,000 Baht</u>

**Comment of the Board** : It is agreed to the Audit Committee selection and proposal. It should propose to the General Meeting of Shareholders to appoint Mr. Virach Aphimeteetamrong, Certified Public Accountant No. 1378 or Mr. Chaiyakorn Aunpitipongsa, Certified Public Accountant No. 3196 or Mr. Apiruk Ati-anuwat, Certified Public Accountant No. 5202 or Miss Ratchneekon Vijaksilp, Certified Public Accountant No. 5801 or Miss Kornkaew Dabkaew, Certified Public Accountant No. 8463 of Dr.Virach and Associates Company Limited, any one to be the Company's Auditor for the year 2024 by the determination the audit fee as stated above is Baht 1,670,000.- as stated above.

In addition, the Board found it appropriate to report to the shareholders the audit fee of the Company's subsidiaries total 4 Companies, which have the same auditor of the audit office the Company appoints, as follows;

Audit Fee for Subsidiaries	2024	2023
Review of the financial statements for quarter 1,2,3	450,000 Baht	510,000 Baht
Audit fee for the year ended December 31	890,000 Baht	990,000 Baht
<b>Total</b>	<b>1,340,000 Baht</b>	<b>1,500,000 Baht</b>

The nominated auditors do not have any relationship and/or conflict of interest with the Company, its subsidiaries, managements, major shareholders, or related persons.

**Voting resolution** : Based on majority votes of the shareholders present at the meeting and having voting rights.

**9. To consider and approve the amendments to the Company's Articles of Association**

**Fact and reason** : To consider and approve the amendment to Article 29 (Director) Article

35 and Article 40 (Shareholders' meeting) Article 57 (Dividend) of the Articles of Association of the Company to be in compliance with the Public Limited Companies Act (No. 4) B.E. 2565 (2022) by cancelling current wordings and using proposed wordings. To continue to register amendments to the company provisions Department of Business Development, Ministry of Commerce

**Comment of the Board:** It should propose to the General Meeting of Shareholders for approval the Company amend the Company's Articles of Association, Article 29 (Director) , Article 35 and Article 40 (Shareholders' Meeting) , Article 57 ( Dividend) to comply with the Public Limited Companies Act (No.4) B.E. 2565 (2022) by cancelling current wordings and using proposed wordings details are as follows;

### **Existing provisions**

**Article 29** The summon directors' meeting, the chairman or assigning person must send the meeting appointment letter to the directors not less than seven (7) days before the meeting day unless in the case of urgency, to preserve the rights and benefits of the company, consequently, the meeting appointment will be arranged by other means and the meeting date will be earlier than normal.

The place of meeting as the first paragraph must be held in the head office location area of the company or branches or any other places specified by the Board of Directors.

### **Proposed for amendment**

**Article 29** The summon directors' meeting, the chairman or assigning person must send the meeting appointment letter to the directors not less than three (3) days before the meeting day unless in the case of urgency, to preserve the rights and benefits of the company, consequently, the meeting appointment will be arranged by electronic or other means and the meeting date will be earlier than normal.

The place of meeting as the first paragraph must be held in the head office location area of the company or any other places in the Kingdom. In the case of a meeting via electronic media. The location of the company's head office shall be considered the location of the meeting.

### **Existing provisions**

**Article 35** The summon of the shareholders' meeting, the Board of Directors must provide the meeting appointment letter, specifying the place, date, time, agenda, and subject which will be presented to the meeting, as well as the details appropriately, by clearly specifying the presenting subject to acknowledge, obtain an approval or consider in any case, including the opinion of the Board of Directors of the said subject, and send to the shareholders and registrar acknowledging of the said not less than seven (7) day

before the meeting date. In addition, must publish on the said meeting appointment in the newspaper continuing for the period of three (3) days and not less than three (3) days before the meeting date.

The place of meeting as the first paragraph must be held in the head office location area of the company or branches or any other places specified by the Board of Directors.

### **Proposed for amendment**

**Article 35** The summon of the shareholders' meeting, the Board of Directors must provide the meeting appointment letter, specifying the place, date, time, agenda, and subject which will be presented to the meeting, as well as the details appropriately, by clearly specifying the presenting subject to acknowledge, obtain an approval or consider in any case, including the opinion of the Board of Directors of the said subject, and send to the shareholders and registrar acknowledging of the said not less than seven (7) day before the meeting date. In addition, must publish on the said meeting appointment in the newspaper or electronic media according to the criteria set by the registrar continuing for the period of three (3) days and not less than three (3) days before the meeting date.

The place of meeting as the first paragraph must be held in the head office location area of the company or any other places in the Kingdom. In the case of a meeting via electronic media. The location of the company's head office shall be considered the location of the meeting.

### **Existing provisions**

**Article 40** The chairman of the shareholders' meeting is responsible for controlling the meeting to be complied with the Articles of Association of the company herein regarding the subject of the meeting. In this regard, must perform the meeting compliance with the agenda respectively which specified in the meeting's appointment letter unless the meeting has resolved to change the agenda respectively by the votes not less than two / third (2/3) of the total amount of shareholders participation.

When the meeting has completely considered as the first paragraph, the shareholders whose shares being counted not less than one / third (1/3) of all the selling shares, may request the meeting considered the other subjects than the specification in the meeting appointment letter.

In the case of the meeting has not completely considered as the first paragraph or not completely considered as the presenting subjects of the shareholders as the second paragraph in any cases and need to adjourn to the next consideration, the meeting must define both the place, date and time of the next meeting and the Board of Directors must send the meeting appointment letter which specified both the place, date, time and agenda to the shareholders not less than seven (7) days before the meeting

date. In addition, must publish on the said meeting appointment in the newspaper continuing for the period of three (3) days and not less than three (3) days before the meeting date.

### **Proposed for amendment**

**Article 40** The chairman of the shareholders' meeting is responsible for controlling the meeting to be complied with the Articles of Association of the company herein regarding the subject of the meeting. In this regard, must perform the meeting compliance with the agenda respectively which specified in the meeting's appointment letter unless the meeting has resolved to change the agenda respectively by the votes not less than two / third (2/3) of the total amount of shareholders participation.

When the meeting has completely considered as the first paragraph, the shareholders whose shares being counted not less than one / third (1/3) of all the selling shares, may request the meeting considered the other subjects than the specification in the meeting appointment letter.

In the case of the meeting has not completely considered as the first paragraph or not completely considered as the presenting subjects of the shareholders as the second paragraph in any cases and need to adjourn to the next consideration, the meeting must define both the place, date and time of the next meeting and the Board of Directors must send the meeting appointment letter which specified both the place, date, time and agenda to the shareholders not less than seven (7) days before the meeting date. In addition, must publish on the said meeting appointment in the newspaper or electronic media according to the criteria set by the registrar continuing for the period of three (3) days and not less than three (3) days before the meeting date.

### **Existing provisions**

**Article 57** The dividend payment must be paid by the amount of shareholding and divided equally.

The dividend payment must be performed within one (1) month since the date of the shareholders' meeting or resolved by the Board of Directors, in any case. In addition, must notify by letter and send to the shareholders, and publish on the said dividend payment in the newspaper continuing for the period of three (3) days.

### **Proposed for amendment**

**Article 57** The dividend payment must be paid by the amount of shareholding and divided equally.

The dividend payment must be performed within one (1) month since the date of the shareholders' meeting or resolved by the Board of Directors, in any case. In addition, must notify by letter

and send to the shareholders, and publish on the said dividend payment in the newspaper or electronic media according to the criteria set by the registrar continuing for the period of three (3) days.

## 10. Other matters (if any)

The shareholders are all invited to attend the meeting on the date, time and venue indicated above. The shareholders may register to attend the meeting at the venue of the meeting on such date at 13 hours onwards. It is Company policy for shareholders to participate in Company operation, shareholders can submit questions in advance. Shareholders, who have the questions related to any agenda of the General Meeting of Shareholders, are able to send the questions in advance at E-Mail : [parichart.p@paf-group.com](mailto:parichart.p@paf-group.com) or registered mail to Mrs.Parichart Phobang (the Company's Secretary), Pan Asia Footwear Public Company Limited, 620/5 Moo 11 Nongkham Sriracha Chonburi 20230 or Fax No. 038-480080 within April 19, 2024, and specify the name, address and telephone number which is able to contact. The Company's Secretary will collect all questions submitted to the President for consideration orderly and answer questions submitted in advance on the meeting day.

For your convenience, if you are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on your behalf, please completely fill and sign Proxy Form attached or download only one of three Proxy Forms from the company's website [www.panasiafootwear.com](http://www.panasiafootwear.com). Foreign investors who authorize the custodian in Thailand to keep and oversee their shares can choose only one of the Proxy Form: Form A, Form B or Form C. Another shareholders can choose only one of the Proxy Form: Form A or Form B. Shareholders who desire to appoint the independent directors and being an Audit Committee that company nominated the name as the authorized person from shareholders, details are attached as **attachment No.5**

Yours are kindly requested to submit the complete Proxy Form at least 3 working days prior to the meeting in order to facilitate the verification of the evidence. The company will process registration with the barcode system, for registration convenience, shareholders and proxy, please bring the Notification of meeting (Registration Form) with signature as **the attachment No.12** on the meeting day for the rights to meeting attendance.

Yours faithfully,



(Mr. Sommat Khunset)

Managing Director



**PAF ASIA FOOTWEAR PUBLIC COMPANY LIMITED**

**The Minutes of the General Meeting of Shareholders No.45**

The meeting was held at Chao Praya Room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Khwaeng Bangkok, Khet Bangkoleam, Bangkok 10120 on April 25, 2023. There were shareholders in person and proxies 46 persons, equivalent to 47 shareholders, representing 271,769,170 shares or 50.33% of the total outstanding and paid-up shares (the Company had 540,000,000 outstanding and paid-up shares in total).

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The meeting commenced at 15.00 hours

Mr. Boonkiet Chokwatana, Chairman of the Board acting as Chairman of the meeting.

Mrs. Parichart Phobang, Company Secretary, informed that Pan Asia Footwear Public Company Limited there were shareholders and proxies 46 persons, representing 47 shareholders, holding 271,769,170 shares or 50.33% of the issued and paid up shares was 540,000,000 shares which constituted the quorum. According to the Company's Articles of Association no.37, shareholders and proxies must be not less than 25 persons or not less than half (1/2) of the total number of shareholders, holding shares not less than one-third (1/3) of the total number of shares sold. In order to comply with good corporate governance principles the company had given the opportunity for shareholders to propose agenda and/or nominate candidates to be elected as directors during December 1, 2022 to December 30, 2022 and there was not any shareholders propose agenda and nominate candidates to be elected as directors. The company has defined a list of eligible shareholders at the annual general meeting of shareholders no.45 on Wednesday, March 15, 2023. Altogether, there were 5,407 shareholders holding the combined total of 540,000,000 shares.

Mr. Boonkiet Chokwatana, Chairman of the Board acting as Chairman of the meeting, opened the meeting that, On behalf of the Board of Directors of Pan Asia Footwear Public Company Limited, we would like to welcome you to the meeting and would like to open the 45th Annual General Meeting of Shareholders, before proceeding with the agenda. Introducing Company directors, Company secretary, Executives and Auditors attending this meeting are as follows:



The names of 8 company directors attending the meeting were as follows

- |                        |                   |   |
|------------------------|-------------------|---|
| 1. Mr.Boonkiet         | Chokwatana        | Chairman  |
| 2. Mr.Sommat           | Khunset           | Managing Director and Chief Executive Officer               |
| 3. Mr.Wichit           | Prayoonwiwat      | Director and Executive Director                             |
| 4. Mr.Siripong         | Sombutsiri        | Independent Director and<br>Chairman of the Audit Committee |
| 5. Mr.Sujarit          | Patchimnan        | Independent Director and Audit Committee                    |
| 6. Pol.Maj.Gen.Panurat | Meepien           | Independent Director and Audit Committee                    |
| 7. Mr.Tanakorn         | Treepolaksorn     | Director  |
| 8. Mr. Surat           | Wongratanapassorn | Director  |

There were 8 Directors to participate in this meeting or to be 100% of the Company's Directors.

Attendance of the Management Team

- |                          |  |
|--------------------------|--|
| 1.Mrs.Parichart Phobang  | Executive Director / Company Secretary and Chief Financial Officer<br>Pan Asia Footwear public Company Limited |
| 2.Miss Suntara Thitiworn | Executive Director<br>Pan Asia Footwear public Company Limited   |
| 3.Mrs.Jindawan sansanoh  | Director of WBLP Co., Ltd.   |
| 4.Mr.Thanet Kaenchan     | Managing Director of Advantage Footwear Co., Ltd.  |
| 5.Mr.Kriangsak konthon   | Deputy Managing Director of Modern Technology Component Co.,Ltd.   |
| 6.Mr.Pongpun Thaikra     | Legal Advisor  |

And to count the votes in the Extraordinary General Meeting of shareholders in this with transparency as Assessment of the Office of the Securities and Exchange Commission, recommend attendance of Auditor and representatives to be the witness in counting votes of meeting.

- |               |            |                                      |
|---------------|------------|--------------------------------------|
| 1. Mr. Apiruk | Ati-Anuwat | Certified Public Accountant No. 5202 |
| 2. Mr. Sawat  | Jeambunark | Audit manager                        |

of DR.VIRACH AND ASSOCIATES COMPANY LIMITED

Mr.Boonkiet Chokwatana Chairman of the meeting, Assigned Mr. Sommat Khunset, Managing Director to conduct the meeting according to the next agenda



Mr.Sommat Khunset, Managing Director informed the meeting Before proceeding with the meeting agenda, Mrs. Parichart Phobang was assigned to provide information relating to the voting procedures in this meeting.

Mrs.Parichart Phobang, Company's Secretary informed the meeting that, for the Meeting details and cast the vote process in this meeting, it is in accordance with the Company's Articles of Association no. 44 that one share was equal to one vote. The casting of vote would be with revelation, the shareholder could cast the vote with agree, disagree or abstain in each agenda. Counting of vote regarded especially from disagree and/or abstain including votes on bad cards (if any). The remaining of vote counted to be the agreement of that agenda. In case shareholders do proxy to other person to attend the Meeting and to cast the vote according to shareholders' objective. Shareholders sent the proxy form to Company in advance. Company has already recorded votes according to shareholders' objective in the system.

In the case of a bad card, there is a vote in excess of one channel, or in the case of a strike in the card without signing the strike zone.

In the case that shareholders registered to attend the Meeting after the Meeting started, the shareholders have rights to vote in the remaining agenda. The Company would count the vote of shareholders who attended the Meeting during the forming of the quorum in the agenda which they voted and for the orderly vote, and recorded to the Minutes of the Meeting.

For transparency and well organized system, the Company counted the votes by Barcode System, and shareholders would see the votes of each agenda on screen at the same time, classified as follows:

1. Any agenda, except, the agenda of directors election, shareholders who disagreed or abstained their votes should raise the sign plate, the officer would bring the voting card to fill the registered number, specify an opinion and sign the name in the voting card, the officer would keep the voting card.
2. The election of directors' agenda, shareholders received voting card at the registered, would fill the specified opinion on the election of each director individually and sign the name in the voting card. In the case that shareholders who disagreed or abstained the votes should raise the sign plate, and the officer would count the votes immediately. But collect voting cards from shareholders / Proxies would be done at the end of this agenda.



The Directors who were shareholders reserved the right to vote for approval in every agenda according to the Board of Director's proposal. In case of shareholders assigned Director as Proxies to vote, Director would vote in accordance with the shareholder's specific objectives prescribed in Proxy Form.

Mr.Sommat Khunset, Managing Director, Assigned Mrs. Parichart Phobang to carry out Agenda 1.

Before starting the 1<sup>st</sup> agenda, Mrs.Parichart Phobang, Company's Secretary informed that there was no shareholder attending the Meeting

**Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 44 on April 26, 2022**

Mrs.Parichart Phobang, Company's Secretary reported that the Minutes of Annual General Meeting of Shareholders No.44 held on April 26, 2022 was arranged and submitted to the Stock Exchange of Thailand and publicized on company's website [www.panasiafootwear.com](http://www.panasiafootwear.com) within 14 days from the day of the General Meeting of Shareholders and also sent to Department of Business Development, the Ministry of Commerce according to the requirement of the laws. The Copy of the Minutes was sent with the Notice of the General Meeting of shareholders which the Board of Directors had the opinion that it was recorded correctly, should propose to the Meeting of Shareholders for consideration.

After consideration, the Meeting had resolution to approve the Minutes of Annual General Meeting of Shareholders No.45 held on April 26, 2022 as proposal, The resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Agree	271,769,170	votes	or to be	100%
Disagree	-	votes	or to be	-
Abstain	-	votes	or to be	-
Voided Voting Card(s)	-	votes	or to be	-

Before starting the 2<sup>nd</sup> agenda, Mrs.Parichart Phobang, Company's Secretary informed that there was no shareholder attending the Meeting

**Agenda 2 Acknowledgement of the Report of the Board of Directors for the past year.**

Mr. Sommat Khunset, Managing Director, proposed the report of the Board of Director and the operating results of the company in 2022 provided in the annual report of 2022 (Form56-1 One Report) was presented in the notice of the Meeting in accordance with the requirements of the Securities and Exchange

Commission and the Stock Exchange of Thailand was submitted in QR Code format together with the notice of the General Meeting of Shareholders and The company has restructured its business investment by still being a holding company, including increasing the business of footwear industry. The operating results for the year 2022 are as follows:

☛ Report on operating results according to consolidated financial statements

Performance of the year 2022				
Revenue	Unit	2022	2021	Increase
<b>Total Revenue</b>	<b>Mb.</b>	<b>1,523</b>	<b>722</b>	<b>801</b>
Income from the shoe business	Mb.	665	-	665
<b>Brand Lacoste</b>	<b>Pairs</b>	<b>1,080,000</b>		<b>1,080,000</b>
	<b>Mb.</b>	<b>634</b>		<b>634</b>
<b>Other Brand</b>	<b>Mb.</b>	<b>99</b>	<b>68</b>	<b>31</b>
<b>Footwear business income</b>	<b>Mb.</b>	<b>733</b>	<b>68</b>	<b>665</b>

The total revenue of the company in 2022 was 1,523 million baht, an increase of 801 million baht or 111% compared to the previous year. There was an increase in revenue from the footwear business in the amount of 665 million baht, becoming a customer of the Lacoste Brand, amounting to about 1,080,000 pairs 634 million baht other brands are worth 99 million baht. Other income is 97 million baht, the previous year was 45 million baht, an increase of 51 million baht, with a net profit according to the consolidated financial statements in 2022 in the amount of 24.13 million baht.

☛ Product Development

The group has developed footwear products made from hemp fibres. Enhanced anti-fog properties anti bacterial Focus on choosing raw materials that are environmentally friendly according to the concept of the Daybreak brand, which is the company's brand environmental footwear products

However, the company by the Daybreak brand has a Treegather project which is a forest planting project when a customer buys a pair of shoes, Daybreak will plant a tree for them and started the project for the first time on July 28, 2022. Organized a Daybreak project to plant forests to restore nature to society in honor of 20,000 trees in the community forest area An area of approximately 200 rai, Lat Takhian Subdistrict, Kabin Buri District, Prachin Buri Province, in collaboration with the 2nd Infantry Regiment, King's Guard, Royal



Forest Department, Lat Takhian Subdistrict Administrative Organization. and communities in the Huai Khrai National Reserved Forest

☛ Sustainable management of greenhouse gas emissions

The company has appointed a working group on carbon footprint and carbon credit, formulated an action plan, and appointed a consultant to carry out joint action on this matter. Currently in progress, relevant information will be further disclosed.

☛ Compliance with Anti-Corruption Policy

Compliance with the Anti-Corruption Policy and at present, during in the process of policy measures to support anti-corruption corrupt. The company will carry out a self-evaluation to the board alignment private practice in Thailand against the corrupt to enter the certification process and will conduct workshops to educate employees to both the Company and its subsidiaries.

In 2022, the Company found no issuances that have significant concerning to the corruption or any operation that not complied with the laws or defined regulations as well as the violation against business ethics.

Therefore, if there was no further comment from any shareholder, the agenda was presented to the Meeting for acknowledge the said report. The Meeting acknowledged the report of the Board of Directors. Mr.Sommat Khunset, Managing Director, Assigned Mr.Wichit Prayoonwiwat, to carry out Agenda 3.

Before starting the 3<sup>rd</sup> agenda, Mrs. Parichart Phobang, Company's Secretary informed that there was no shareholder attending the Meeting

**Agenda 3 To approve of the Financial Statements for the year ended December 31, 2022**

Mr.Wichit Prayoonwiwat, Director, proposed the Financial Statements as at December 31, 2022 were prepared in accordance with generally accepted accounting principles and examined and certified by a Certified Public Accountant, agreed by the Audit Committee and the Board of Directors, the Board of Directors appropriated to propose to the General Meeting of shareholders to approve the Financial Statements as at December 31, 2022 as stated in the Annual Report for the year 2022 (Form 56-1 One Report) delivered to all shareholders together with the Notice of the General Meeting of shareholders prior to this Meeting for consideration. The major of contents were as follows:

(Unit : Million Baht)

Descriptions	Consolidated financial statements	The separate financial statements
Total Assets	1,144.33	905.74
Total Liabilities	518.66	340.86
Shareholders' equity	625.67	564.87
Total Sale and Revenues from hire of work	1,422.84	645.41
Total revenue	1,522.84	740.12
Profit (loss) Attributable to : Owners of parent	21.19	41.56
Earnings (loss) per Share (Baht/share)	0.0392	0.08

The Meeting had resolution to approve the Financial Statements as at December 31, 2022 as proposal, The resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Agree	271,769,170	votes	or to be	100%
Disagree	-	votes	or to be	-
Abstain	-	votes	or to be	-
Voided Voting Card(s)	-	votes	or to be	-

Before starting the 4<sup>th</sup> agenda, Mrs. Parichart Phobang, Company's Secretary informed that there was no shareholder attending the Meeting

**Agenda 4 To approve the appropriation of profit and dividend payment.**

Mr.Sommat Khunset, Managing Director, reported to the meeting that,

The Company has the policy to pay the dividend at least 50% by the consideration of business results and economic conditions.

In 2022, The company had a net profit for the year of the separate financial is amounting to 41,558,475 Baht Retained earnings unappropriated 262,926,142 Baht. The Board of Directors to propose to the General Meeting of Shareholders the appropriation of legal reserve 5% from net profit total amount 2,083,530 Baht and dividend payment is Baht 0.0102 per share to be Baht 5,508,000.- or 13.26% of net profit from separate



financial statement. The shareholders entitling to receive the dividend according to the name listed in the record date on May 8<sup>th</sup>, 2023 and determine dividend payment date on May 24<sup>th</sup>, 2023.

After consideration, the Meeting had resolution to approve the appropriation of profit and dividend payment, The resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows;

Agree	271,769,170	votes	or to be	100.00%
Disagree	-	votes	or to be	-
Abstain	-	votes	or to be	-
Voided Voting Card(s)	-	votes	or to be	-

Before starting the 5<sup>th</sup> agenda, Mrs.Parichart Phobang, Company's Secretary informed that there was no shareholder attending the Meeting

**Agenda 5 To consider and approve the allocation of guarantee limits for subsidiaries who have business relationship**

Mr.Sommat Khunset, Managing Director, reported to the meeting that, In order to manage the financial management of subsidiaries who have business relationships with the Company go smoothly growing continuously. Therefore, it is necessary for the company to provide a guarantee for the use of credit with the bank and financial institutions to subsidiaries, The Board of Directors proposed to the meeting to consider the allocation of a guarantee limit for credit use with the bank and financial institutions for subsidiaries, as are follows 1.WBLP Co., Ltd. 2.Pontex (Thailand) Co., Ltd. 3.Modern Technology Components Co., Ltd. 4.Advantage Footwear Co., Ltd. and 5. Pek Industries Co., Ltd. in the amount not exceeding 500 million baht according to general trading conditions.

After consideration, the Meeting had resolution approve the allocation of guarantee limits for subsidiaries who have business relationship above transaction in the amount not exceeding 500 million baht according to general trading conditions. The resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows;

Agree	271,769,170	votes	or to be	100.00%
Disagree	-	votes	or to be	-
Abstain	-	votes	or to be	-
Voided Voting Card(s)	-	votes	or to be	-

Before starting the 6<sup>th</sup> agenda, Mrs.Parichart Phobang, Company's Secretary informed that there was no shareholder attending the Meeting

**Agenda 6 To consider and election of directors in replacement of those who are retired by rotation and increase Board's members**

Mr. Sommat Khunset, Managing Director, proposed to the Meeting that according to the Company had given the opportunity to shareholders to propose nominate candidates to be elected as the Company's Directors in the General Meeting of Shareholders for the years 2022 since December 1,2022 to December 30 2022, there was not any shareholders propose nominate candidates to be elected as the Company's Directors. At present, the company has a total of 8 Company's Directors.

The according to the Public Limited Companies Act B.E. 2535 and the according to the Company's Articles of Association no. 22, on every General meeting of Shareholders, one-third of the Directors shall retire from the office. If the member of Directors cannot be divided into three portion, the nearest to such one-third of the Directors shall retire from the office. Director who retires from the office may be re-elected.

The General Meeting of Shareholders No. 45, there are the Company's Directors who are retired by rotation as follows;

- |                                |  |
|--------------------------------|--|
| 1. Mr. Sujarit Patchimnun      | Independent Director and Audit Committee |
| 2. POL.MAJ.GEN Panurat Meepien | Independent Director and Audit Committee |
| 3. Mr.Surat Wongrattanapassorn | Director                                 |

The Company's selection process directors has not passed recruitment committee because the Company has not yet appointed a recruitment committee. The Board of Directors to scrutinize selecting qualified candidates on an individual as the members of the committee with interests did not vote to select themselves after consideration, it is approved for individual person to elect the Company's Directors which as,

- |                                |  |
|--------------------------------|--|
| 1. Mr. Sujarit Patchimnun      | Independent Director and Audit Committee |
| 2. POL.MAJ.GEN Panurat Meepien | Independent Director and Audit Committee |
| 3. Mr.Surat Wongrattanapassorn | Director                                 |

to replace the Company's Directors who are retired and to consider the election of Mr. Thamrong Tritiprasert as the reserved director of the Company The director can remain in the Company's directorship only for the remaining term of the director he replaces and agrees to propose to the Annual General Meeting of Shareholders. to consider and approve the increase in the number of directors of the Company By proposing to elect Miss Suntara Thitiworn as a director of the Company.

The Board of Directors have to scrutinize selecting and consideration of individual who had knowledge, competence and experience from various professionals meet the Company's requirement including the qualifications and is not prohibited according to law, notifications and the articles of association. The existing Board of Directors performed well as Company's Director by using their experience to suggest the policies to the company.

Mr. Sujarit Patchimnun and POL.MAJ.GEN Panurat Meepien is Independent Director and Chairman of the Audit Committee for 9 years, who had knowledge, competence and experience from various professionals meet the Company's requirement including the qualifications and is not prohibited according to law, notifications and the articles of association and are able to comment freely and comply with related regulations.

According to the Public Limited Companies Act BE 2535, Section 86 states that "A director is prohibited from operating a business of the same nature and in competition with the business of the Company. Whether doing it for their own benefit or benefit others unless notified to the shareholders' meeting prior to the appointment resolution." Therefore, the directors proposed for election in this meeting has served as a director in a company that competes with or is similar to/related to the company's business the business type of manufacturing and contract manufacturing of shoes are as follows:

Mr. Thamrong Tritiprasert The positions of directors are as follows:

1. Bangkok Rubber Company Development Center Co., Ltd.
2. Manorom Footwear Co., Ltd.
3. Hanka Bangkok Rubber Co., Ltd.
4. Chainat Rubber Co., Ltd.
5. Phichit PSR Footwear Co., Ltd.
6. Winplay Co., Ltd. International Co., Ltd.

Ms. Suntara Thitiworn as a director of the Company of WBLP Co., Ltd.

The profiles of the 5 persons nominated for the Company's Board of Directors have been sent to the shareholders in the form of QR CODE together with the notice of the Annual General Meeting of Shareholders. consider electing the persons named above appointed as a director of the company individually.;

Mr. Sujarit Patchimnun to be Director

After consideration, the meeting had resolution with majority votes of Shareholders who attended the meeting and voted, details are as follow;



Agree	271,769,169	votes	or to be	100%
Disagree	1	votes	or to be	-
Abstain	-	votes	or to be	-
Voided Voting Card(s)	-	votes	or to be	-

Mr. POL.MAJ.GEN Panurat Meepien to be Director

After consideration, the meeting had resolution with majority votes of Shareholders who attended the meeting and voted, details are as follow;

Agree	271,769,169	votes	or to be	100%
Disagree	1	votes	or to be	-
Abstain	-	votes	or to be	-
Voided Voting Card(s)	-	votes	or to be	-

Mr.Surat Wongrattanapassorn to be Director

After consideration, the meeting had resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows,;

Agree	271,769,170	votes	or to be	100%
Disagree	-	votes	or to be	-
Abstain	-	votes	or to be	-
Voided Voting Card(s)	-	votes	or to be	-

Mr. Thamrong Tritiprasert to be Director

After consideration, the meeting had resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows,;

Agree	271,769,170	votes	or to be	100%
Disagree	-	votes	or to be	-
Abstain	-	votes	or to be	-
Voided Voting Card(s)	-	votes	or to be	-



Ms. Suntara Thitiworn to be Director

After consideration, the meeting had resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows;

Agree	271,769,170	votes	or to be	100%
Disagree	-	votes	or to be	-
Abstain	-	votes	or to be	-
Voided Voting Card(s)	-	votes	or to be	-

Therefore, The Board of Directors of the year 2023 10 people, names are as follows:

1	Mr.Boonkiet	Chokwatana
2	Mr.Sommat	Khunset
3	Mr.Wichit	Prayoonwiwat
4	Mr.Tanakorn	Treepolaksorn
5	Mr. Surat	Wongratanapassorn
6	Mr.Thamrong	Tritiprasert
7	Ms.Suntara	Thitiworn
8	Mr.Siripong	Sombutsiri
9	Mr.Sujarit	Patchimnan
10	Pol. Maj. Gen. Panurat	Meepien

The number of independent directors is 1/3 of the entire Board of Directors and serves as a member of the Audit Committee, 3 persons are:

1	Mr.Siripong	Sombutsiri
2	Mr.Sujarit	Patchimnan
3	Pol. Maj. Gen. Panurat	Meepien

The Company's directors have served as directors in businesses that compete or are similar to/related to the Company's business. Business types of manufacturing and contract manufacturing of shoes in the following companies:

1. Bangkok Rubber Company Development Center Co., Ltd.
2. Manorom Footwear Co., Ltd.
3. Hanka Bangkok Rubber Co., Ltd.
4. Chainat Rubber Co., Ltd.
5. Phichit PSR Footwear Co., Ltd.
6. Winplay Co., Ltd. International Co., Ltd.
7. Bangkok Athletic Co., Ltd.
8. Thanakom Injection Co.,Ltd.
9. WBLP Co.,Ltd.

The relevant directors include:

1	Mr.Boonkiet	Chokwatana
2	Mr.Sommat	Khunset
3	Mr.Wichit	Prayoonwiwat
4	Mr.Tanakorn	Treepolaksorn
5	Mr.Thamrong	Tritiprasert
6	Ms.Suntara	Thitiworn

Before starting the 7th agenda, Mrs.Parichart Phobang, Company's Secretary informed that there was no shareholder attending the Meeting

**Agenda 7 Consideration for the determination the remuneration of company directors.**

Mr. Sommat Khunset, Managing Director, proposed to the Meeting that according to the Company's Articles of Association No. 33, the company is not allowed to pay money or provide any property to the directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the Directors of the Company excluding the remuneration and welfare incentive which Directors received as Company's employee or staff. The General Meeting of shareholders in the year 2022 agreed to approve the remuneration to Directors not exceed 10 million Baht, the company had actually paid Baht 5,365,000.- consisting of, Baht 235,000.- and Baht 5,000,000.- of the annual remuneration, Baht 130,000.- of meeting attendance fee for Audit Committee.

In 2023, the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to determine remuneration for company directors total amount does not exceed 10 million baht,



excluding remuneration or other benefits that the directors receive as employees or employees of the company determination of the company's remuneration did not pass the Remuneration Committee because the Company currently does not have a Remuneration Committee.

However, the determination of remuneration for the Board of Directors it has been carefully considered by the Board of Directors' meeting and the audit committee of the company which is allocated by the Chairman of the Board of Directors by considering the performance of the company the amount of remuneration approved by the shareholders' meeting and the amount of remuneration paid in the past year including the suitability of the duties and responsibilities of the directors and the audit committee the details are as follows.

(1) Board of Directors

- Meeting attendance fee (paid to attending directors only) 5,000 Baht/meeting/person
- Annual remuneration paid to all directors and determined by the Board of Directors.

(2) Audit Committee Meeting attendance fee by quarter.

- Chairman 12,500 Baht
- Director 10,000 Baht

Remuneration of other subcommittees appointed by the Board would be under the consideration of the Board of Directors as appropriate to scope of their duties and responsibilities. The foregoing shall be effective from the General Meeting of Shareholders' approval until change, and the payment of remuneration would not exceed the amount which was approved by the General Meeting of Shareholders.

However, the carefully scrutinizing for determine remuneration by using reference from the same type of business of nearly the same size industry, the Remuneration Committee then deemed appropriate to determine the directors' remuneration allocated by Executive Directors until there is a change.

According to the Public Limited Companies Act B. E. 2535, Section 90 to determine to pay the remuneration according to the resolution of the General Meeting of Shareholders which is not less than 2/3 votes of all shareholders who are attended the Meeting.

After consideration, In 2023 The Board had resolution to determine the remuneration of Directors should not exceed 10 million Baht. It also excludes the remuneration and welfare which Directors received as Company's employee or staff . The meeting had resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:,

Agree	271,769,170	votes	or to be	100%
Disagree	-	votes	or to be	-
Abstain	-	votes	or to be	-



Voided Voting Card(s) - votes or to be -

Mr.Sommat Khunset, Managing Director, Assigned Mr.Siripong Sombutsiri, to carry out Agenda 8.

Before starting the 8th agenda, Mrs.Parichart Phobang, Company's Secretary informed that there were 1 person, representing 1 shareholder attending the Meeting, holding 900 shares. The total of shareholders and proxies were 47 persons, representing 48 shareholders, holding 271,770,070 shares or 50.33 % of the issued and paid up shares..

**Agenda 8 Consideration for the appointment of the Auditors and determination the remuneration of auditors.**

Mr.Siripong Sombutsiri, Independent Director/Chairman of The Audit Committee, proposed to the Meeting that according to the Article of Association of Company, Article 50 and 51 "the auditor must not be the Director Officer employee or held any position in company. The auditor could be elected annually by the General Meeting of Shareholders. The retiring auditor may be re-elected. In 2022, the Auditor are Mr. Virach Aphimeteetamrong, Certified Public Accountant No.1378 or Mr. Chaiyakorn Aunpitipongsa, Certified Public Accountant No. 3196 or Mr. Apiruk Ati-anuwat, Certified Public Accountant No. 5202 or Miss Ratchneekon Vijaksilp, Certified Public Accountant No. 5801 or Miss Kornkaew Dabkaew, Certified Public Accountant No. 8463 any one of DR.VIRACH AND ASSOCIATES COMPANY LIMITED to be the Company's Auditor. The remuneration of auditors is Baht 1,400,000.

In 2023, the Board of Directors agreed with Audit Committee consideration and proposal. It should propose to General Meeting of Shareholders to appoint Mr. Virach Aphimeteetamrong, Certified Public Accountant No.1378 or Mr. Chaiyakorn Aunpitipongsa, Certified Public Accountant No. 3196 or Mr. Apiruk Ati-anuwat, Certified Public Accountant No. 5202 or Miss Ratchneekon Vijaksilp, Certified Public Accountant No. 5801 or Miss Kornkaew Dabkaew, Certified Public Accountant No. 8463 any one of DR.VIRACH AND ASSOCIATES COMPANY LIMITED to be the Company's Auditor and determined the remuneration of auditor is Baht 1,450,000 as follows;

	<u>2023</u>	<u>2022</u>
Review of the financial statements for quarter 1,2,3	780,000 Baht	750,000 Baht
Audit fee for the year ended December 31	<u>670,000 Baht</u>	<u>650,000 Baht</u>
Total	1,450,000 Baht	1,400,000 Baht



In addition, the Board found it appropriate to report to the shareholders the audit fee of the Company's subsidiaries total 5 Companies, which have the same auditor of the audit office the Company appoints, as follows;

Audit Fee for Subsidiaries	2023	2022
Review of the financial statements for quarter 1,2,3	510,000 Baht	510,000 Baht
Audit fee for the year ended December 31	990,000 Baht	940,000 Baht
Total	1,500,000 Baht	1,450,000 Baht

The nominated auditors do not have any relationship and/or conflict of interest with the company, subsidiaries, managements, major shareholders, or related persons.

After consideration, the meeting had resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows,;

Agree	271,770,070	votes	or to be	100%
Disagree	-	votes	or to be	-
Abstain	-	votes	or to be	-
Voided Voting Card(s)	-	votes	or to be	-

Before starting the 9th agenda, Mrs.Parichart Phobang, Company's Secretary informed that there was no shareholder attending the Meeting

**Agenda 9 Other matters ( If any )**

There was no any other matter proposed for consideration, therefore, Mr. Boonkiet Chokwatana, Chairman, express thanks to all shareholders and called the Meeting adjourned.

The Meeting was adjourned at 15.45 hrs.

**Boonkiet Chokwatana**

( Mr.Boonkiet Chokwatana )

Chairman of the meeting

**Profile of the nominated candidates to be directors in replacement of the retiring directors by rotation**

**1. Mr. Sommat Khunset**

<b>Age</b>	60 years	
<b>Nationality</b>	Thai	
<b>Positions in the Company</b>	Director / Chief Executive Officer	
<b>Total years of directorship</b>	21 years (Date of Appointment as a Director February 18, 2003)	
<b>Type of Directorship being nominated</b>	Director who is considered from the Board of Directors	

**Educations**

- Master's Degree of Law Ramkhamhaeng University
- Democratic Politics and Governance Course for Senior Executives  
Class 12, College of Politics and Governance, King Prajadhipok's Institute (2008 – 2009)
- the National Defense Course for the Joint State-Private (NDC) Class 22  
The National Defense College of Thailand ,National Defense Studies Institute (2009-2010)

**Seminar Program IOD**

- Director Accreditation Program (DAP)
- Finance for Non-finance Director  
Thai Institute of Directors Association (IOD)

**Board Member/Management in Other Listed Company**

- None

**Positions in Other Company/Organization/Institution Company (6)**

- Since 2019 Chief Executive Officer of Pontex (Thailand) Co., Ltd.
- Since 2018 Chief Executive Officer of PEK Industry Co., Ltd.
- Since 2011 Chief Executive Officer of WBLP Co., Ltd.
- Since 2011 Chief Executive Officer of Advantage Footwear Co., Ltd.
- Since 2022 Chairman of Tanakhom Injection Co., Ltd.
- Since 2022 Vice Chairman of Bangkok Athletic Co., Ltd.

**Positions in other business having the same nature of businesses as and competing with the Company**

- WBLP Co., Ltd. The business of producing shoes and bags.
- Tanakhom Injection Co., Ltd. The business of producing shoes.

**5 Year Past Experiences and/or Remarkable Positions**

- 2020 - Present - Advisor to the Committee of Agriculture and Cooperatives  
House of Representatives
- 2014 - Present - Chairman of the Federation Prachinburi Industries
- Present - Vice Chairman of the Provincial Industry Federation  
for Promotion and Support, Federation of Thai Industries
- Director of the Thai Federation of Industries
- Honorary Chairman of the Prachinburi Provincial Industrial Federation
- Bangpakong River Basin Committee National Water Resources Office
- 2010 - 2014 - Secretary General, Federation of Thai Industries
- Member of the National Economic and Social Advisory Council
- 2008 - 2012 - Director of The Vocational Education Committee Office
- 2006 - 2010 - Deputy Secretary General, Federation of Thai Industries

**Forbidden Qualifications**

1. Never dishonestly committed an offence against property.

**Meeting Attendance in the last year**

1. Board of Directors Meeting attendance : 4/4 times (equivalent to 100%)
2. 2023 Annual General Meeting of Shareholders attendance : 1/1 time (equivalent to 100%)

**Shareholding (Ordinary Shares) (as at December 31,2023)**

- Held Personally : 19,053 shares
- Held by Spouse or minor children : None

**Family Relationship among Directors and Executives**

- None

**Experience, knowledge and expertise** Governance and Management



**2. Mr. Wichit Prayoonwiwat**

**Age** 62 years

**Nationality** Thai

**Positions in the Company** Director

**Total years of directorship** 22 years

(Date of Appointment as a Director May 17, 2002)

**Type of Directorship being nominated** Director who is considered from the Board of Directors

**Educations**

- Bachelor's Degree of Industrial Engineering, Khon Kaen University

**Seminar Program IOD**

- Director Accreditation Program (DAP)  
Thai Institute of Directors Association (IOD)

**Board Member/Management in Other Listed Company**

- None

**Positions in Other Company/Organization/Institution Company (5)**

- Since 2020 Managing Director of PEK Industry Co., Ltd.
- Since 1994 Deputy Director of WBLP Co., Ltd.
- Since 1994 Director of Advantage Footwear Co., Ltd.

**Positions in other business having the same nature of businesses as and competing with the Company**

- WBLP Co., Ltd. The business of producing shoes and bags.

**Forbidden Qualifications**

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

**Meeting Attendance in the last year**

1. Board of Directors Meeting attendance : 3/4 times (equivalent to 75%)
2. 2020 Annual General Meeting of Shareholders attendance : 1/1 time (equivalent to 100%)

**Shareholding (Ordinary Shares) (as at December 31,2023)**

- Held Personally : None
- Held by Spouse or minor children : 200,000 Shares

**Experience, knowledge and expertise** Management



**3. Mr. Tanakorn Treepolaksorn**

<b>Age</b>	60 years
<b>Nationality</b>	Thai
<b>Positions in the Company</b>	Director
<b>Total years of directorship</b>	4 year



(Date of Appointment as a Director August 14, 2020

replace of Mr. Veerawuthi Dechampiratkul, Director who resigned retired and expired 2021)

**Type of Directorship being nominated** Director who is considered from the Board of Directors

**Educations**

- Master's Degree of Political Science and Law  
Burapha University

**Seminar Program IOD**

- Director Accreditation Program (DAP) 169/2020  
Thai Institute of Directors Association (IOD)

**Board Member/Management in Other Listed Company**

- None

**Positions in Other Company/Organization/Institution Company (3)**

- Since 2020 Managing Director of WBLP Co., Ltd.
- Since 2019 Managing Director of Pontex (Thailand) Co., Ltd.
- Since 2018 Director of PEK Industry Co., Ltd.

**Positions in other business having the same nature of businesses as and competing with the Company**

- WBLP Co., Ltd. The business of producing shoes and bags.

**Forbidden Qualifications**

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

**Meeting Attendance in the last year**

1. Board of Directors Meeting attendance : 4/4 times (equivalent to 100%)

**Shareholding (Ordinary Shares) (as at December 31,2023)**

- Held Personally : 200 Shares
- Held by Spouse or minor children : None

**Definitions of “Independent Director”**

The company has given the following definitions of an “independent director” based on the announcement of the Capital Market Supervisory Board.

(1) The person must hold no more than 1% of shares with voting rights of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company; inclusive of shareholding by individuals related to such independent directors.

(2) The person must not be serving, or have served, as a director who is involved with the management, or a staff member, an employee or a consultant with a monthly wage. The person also must not be or be an individual with the authority to control the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or of the entities with the authority to control the company, with the exception of the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The ineligibility however does not include the case where an independent director has previously served as a public servant or a consultant of a government agency which is a major shareholder of, or an entity with the authority to control the company.

(3) The person must not be related by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, individuals with the authority to control the company or candidates for the position of an executive or an individual with the authority to control the company or an associate.

(4) The person must not have, or have had, a business relationship with the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company, in such a manner that may interfere with one’s independent discretion. The person also must have not been or has been a shareholder, individuals with the authority to control the company, of the person who has business relationship with the company, the parent company, the associates, the affiliates, the major shareholder or the entities with the authority to control the company. There is an exception in the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

The business relationship as described in the above paragraph is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transactions relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the company or the party to the agreement being under the obligation to repay the other party for an amount from 3% of net tangible assets of the company or from Twenty Million Baht whichever is lower. The calculation of such obligation to debt is to be in accordance with the related transaction value calculation method as per the Announcement of the Equity Market Committee on the Related Transaction Criteria with exceptions. The said obligation to debt includes that which has materialized during the period of one year prior to the day of business relationship with the same individual.

(5) The person must not be, or has been, an auditor of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant

shareholder, an individual with the authority to control or a partner of the audit office with which the auditor the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company is associated. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

(6) The person must not be, or has been, a provider of a professional service including the service as a legal consultant or a financial consultant for which greater than Two Million Baht of fee is paid per year by the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder or an individual with the authority to control or a partner of such provider of professional service. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

(7) The person must not be a director appointed to represent a director of the company, a major shareholder or a shareholder who is related to a major shareholder.

(8) The person must not be in a business of the same nature as and of significant competition to, that of the company or an associate. The person also must not be a significant partner in a partnership; a director who is involved with the management; a staff member; an employee; a consultant with a monthly wage; as well as, a shareholder who holds more than 1% of shares with voting rights of another company which is engaged in a business of the same nature as and of significant competition to that of the company or an associate.

(9) The person must not have any other characteristic which is an obstacle to the giving of free opinion on the operation of the company.

After having been appointed as an independent director following the qualifications specified under items (1) through (9) above, the independent director may be assigned by the Board of Directors to make decisions on the operation of the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or the entities with the authority to control the company in the manner of a collective decision.

All independent directors of the company were not engaged in business relationship or provided any professional service to the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest. Furthermore, they also did not serve as independent directors in its parent company, subsidiary, or same-level subsidiary.

The details of Audit Committee who are Independent Director and can be performed as Shareholder's proxy

1. **Name** Mr.Siripong Sombatsiri Independent Director and Chairman of Audit Committee

**Age** 69 Years **Nationality** Thai

**Address** 111/12,Moo 7, Bang Kao, Cha-am, Phetchaburi, 76120

**Company Shareholding** - None -

**Interest on each agenda** - None -



2. **Name** Pol.MaJ.Gen.Panurat Meepien Independent Director / Audit Committee

**Age** 77 Years **Nationality** Thai

**Address** 299/6 Soi Ladprao 41 Chankasem Chatuchak Bangkok 10130

**Company Shareholding** - None -

**Interest on each agenda** - None -



3. **Name** Mr.Sujarit Patchimnun Independent Director / Audit Committee

**Age** 78 Years **Nationality** Thai

**Address** 250/35 Soi Ramkhamhaeng 112 Saphansung Bangkok 10250

**Company Shareholding** - None -

**Interest on each agenda** - None -



4. **Name** Mr.Thamrong Tritiprasert Independent Director

**Age** 66 Years **Nationality** Thai

**Address** 27/3 Soi Bangkok-Greetha 8/16 Huamak Bangkok Bangkok 10250

**Company Shareholding** - None -

**Interest on each agenda** - None -



**The Articles of Association which related to General Meeting of Shareholders**

**of**

**PAN ASIA FOOTWEAR PUBLIC COMPANY LIMITED**

**The Closing Date of the Shareholders' Registration Book to Determine the Shareholders' Right to Attend the General Meeting of Shareholders.**

**Article 34** The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company.

The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate. The shareholders holding shares amounting to not less than 10 percent of the total number of shares sold, may by subscribing their names, request the board of directors in writing to call extraordinary meeting at any time, but the reasons to call such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within 45 days from the date of receiving written letter from shareholders.

In case of the board of directors fails to arrange the meeting within such period according to second paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period under third paragraph. In this case, the meeting is deemed to be shareholders meeting called by the board of directors and the company shall be responsible for necessary expenses which may be incurred as arrange the meeting and the company shall reasonably provide facilitation as well.

In case of the shareholders meeting to be called for meeting by shareholders as of fourth paragraph, and the number of shareholders attended the meeting is not met quorum as of article no. 37 and no. 38, the shareholder as fourth paragraph shall be responsible for expenses as may incurred in the course of convening such meeting.

**Article 35** In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

**Article 36** The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

**Article 37** At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

**Article 38** At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in Article 37 and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

**Article 39** The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

**Article 40** The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

**Article 41** Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

**Article 45** The affairs to be carried out by the annual general meeting are as follows:

1. Report of the operations of the Company in the previous year;
2. Approval of Balance Sheet and Statement of Income
3. Appropriation of profits;
4. Election of new directors to replace retiring directors;

5. Appointment of auditor and fixing of auditing fee;

6. Other matters.

**Authorize proxy to attend the General Meeting of Shareholder and Shareholder rights to vote.**

**Article 42** The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointment the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

**Article 43** Any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

**Article 44** In casting a vote, one share is equal to one vote.

A resolution of the shareholder meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
2. In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
  - a. The sale or transfer of the whole or material parts of the business of the Company to other persons;
  - b. The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - c. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
  - d. The amendment of the Memorandum or Articles of Association of the Company;
  - e. The increase and reduction of a capital or issuance of debentures of the Company;
  - f. The amalgamation or dissolution of the Company.

**Dividend Payment**

**Article 56** No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

**Article 57** Dividends shall be distributed according to the number of shares at an equal amount each.

Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

**Article 58** The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

**Article 59** The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

**Qualification, Election and Term Expiration of Directors.**

**Article 19** The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall select one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman. Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

**Article 20** The directors shall be natural persons and shall

1. be sui juris ;
2. not be bankrupt, incompetent or quasi-incompetent;
3. have never been imprisoned on the final judgement of a court for an offense related to property committed with dishonest intent;
4. have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

**Article 21** The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.

1. A shareholder shall have one vote for one share;
2. Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number;
3. The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have



a casting vote.

**Article 22** At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire.

A director who retires from office may be re-elected.

**Article 31** No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business in undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

**Remuneration of the Board Directors.**

**Article 33** No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

**Qualification/Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance The General Meeting of Shareholders.**

**Article 50** An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

**Article 51** An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.

**Article 52** A remuneration of an auditor shall be determined by a shareholder meeting.

**Article 55** An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

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**Remarks:** This English translation does not carry any legal authority. Only the original text in Thai has legal force.

## (Translation)

**Documents and evidence that the attendance must present before attending the meeting and regulation for the meeting.**

The registration of the Annual General Meeting of Shareholders No.46 of Pan Asia Footwear Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring the Registration Form with barcode on the meeting day.

1. Documents of the attended person present before attend the meeting.For General person

- (1) The shareholder who will attend the meeting by himself/herself is required to present an I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.
- (2) The shareholders have appointed an authorized person to attend the meeting,
  - (2.1) please use the Proxy Form in printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website ([www.panasiafootwear.com](http://www.panasiafootwear.com)) and shall completely fill and sign of Grantor and Proxy.
  - (2.2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

In case of juristic personThe shareholders have appointed an authorized person to attend the meeting,

- (1) please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website ([www.panasiafootwear.com](http://www.panasiafootwear.com)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

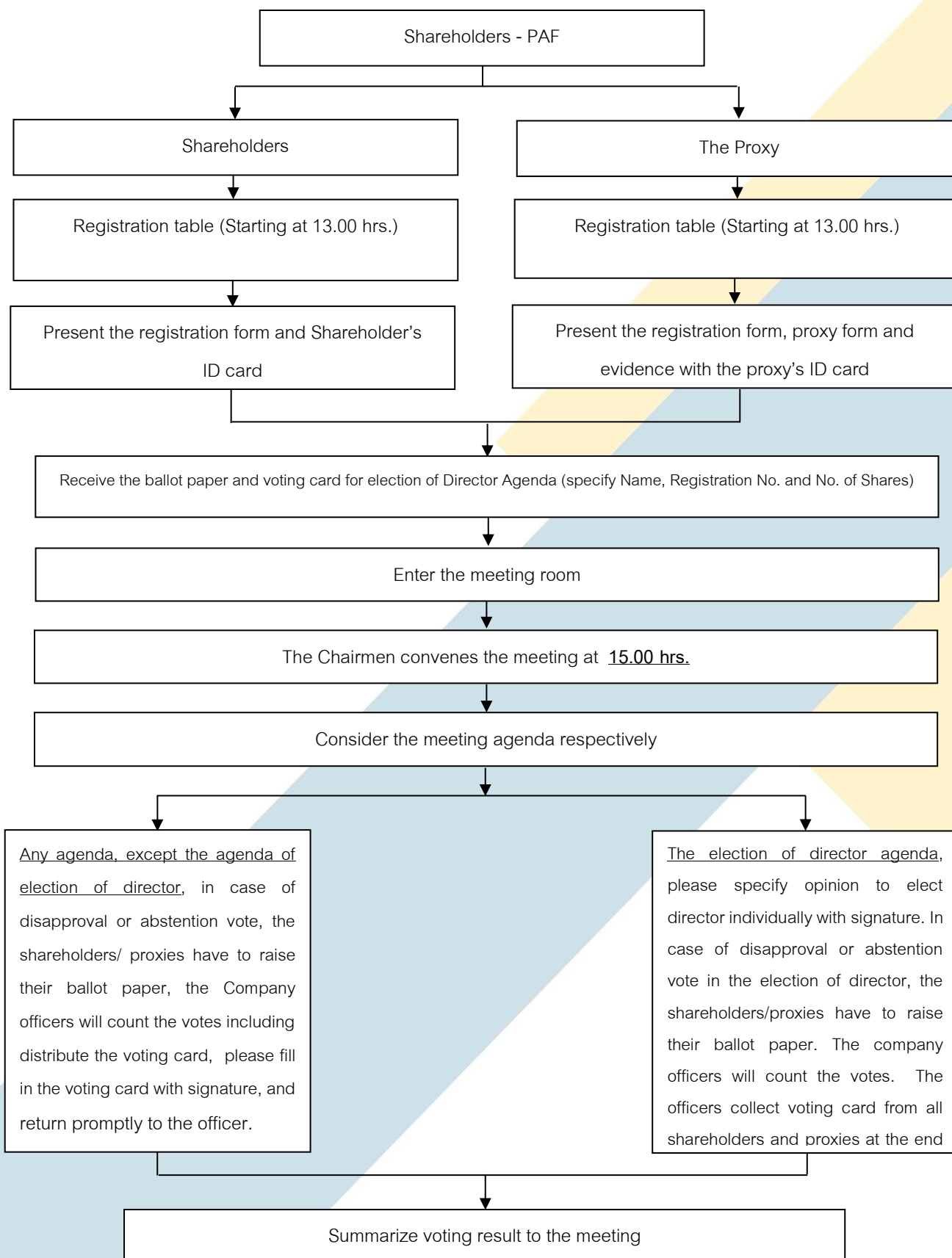
The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the sharesIf the shareholders have appointed an authorized person to attend the meeting,

- (1) please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, Form B or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company's website ([www.panasiafootwear.com](http://www.panasiafootwear.com)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:
  - (1.1) The power of attorney from shareholders assigned to custodian to sign in the Proxy Form.
  - (1.2) The Confirm Letter to show that the person who signs in the Proxy Form get the consent to do the custodian business.
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

2. The regulations for the meeting

- 2.1 In the General Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.
- 2.2 Casting vote in every agenda is opened.
- 2.3 Casting vote is 1 share for 1 vote.

**The process of Registration for the General Meeting of Shareholders No. 46<sup>th</sup>  
Pan Asia Footwear Public Company Limited  
on Tuesday, April 23<sup>th</sup> 2024**



TO DONMUANG AIRPORT

TO SUVARNABHUMI AIRPORT BY MOTORWAY

MOTORWAY

TO SUVARNABHUMI AIRPORT BY BANGNA EXPRESSWAY

CHAO PHRAYA RIVER

MONTIEN RIVERSIDE HOTEL BANGKOK

1 Exit SATHU PRADIT then go straight and turn right at RAMA 3 ROAD, the hotel is 1Km. away on the left handside.

2 Exit CHAN ROAD into Charoenrat Road (Nua-Tai) then go straight and turn right at RAMA 3 ROAD, stay on the left lane to turn left into the hotel. If you miss CHAN KHLO EXIT, turn right at Rama 3 Road, the hotel is 1Km. away on the left handside.

System (BTS) Sky Train Station MRT Hotel Expressway

372 Rama 3 Road, Bangkokkhlo Bangkok 10120 Tel. 02-292-2999, 02-292-2888 Fax: 02-292-2962-3 E-mail: riverside@montien.com www.montien.com

ทางไปสนามบินดอนเมือง

ทางไปสนามบินสุวรรณภูมิโดยมอเตอร์เวย์

มอเตอร์เวย์

ทางไปสนามบินสุวรรณภูมิโดยทางด่วนบางนา

CHAO PHRAYA RIVER

โรงแรมริเวอร์ไซด์ กรุงเทพฯ

1 จากทาง ด่วนพิเศษแควง-ลาวทอง ลงที่ทางลง สาธุประดิษฐ์ ขึ้นผ่านแยกไฟแดงโดยใช้ช่องทางกลางเพื่อตรงไปถนนพระราม 3 และเลี้ยวขวา ออกใต้สะพานแขวนพระราม 9 ตรงไปประมาณ 1 กิโลเมตร โรงแรมฯ อยู่ทางซ้ายมือ

2 จากทาง ด่วนพิเศษแควง-บางไผ่ ลงที่ทางลง ถนนจันทร์ ขึ้นถนนเจริญราษฎร์ (เหนือ-ใต้) ขึ้นผ่านสี่แยกแล้วตรงไปจนสุดถนน เลี้ยวขวาเข้าถนนพระราม 3 และชิดซ้ายเพื่อเข้าโรงแรมฯ หากขับชิดทางลงถนนจันทร์ให้ตรงที่ทางด่วนบางไผ่ (ก่อนถึงสะพานแขวนพระราม 9) และตรงไปจนสุดถนน เลี้ยวขวา ออกใต้สะพานแขวนพระราม 9 ตรงไปประมาณ 1 กิโลเมตร โรงแรมฯ อยู่ทางซ้ายมือ

สถานีรถไฟบีทีเอส โรงแรม สถานีรถไฟใต้ดิน ทางด่วน

โรงแรมริเวอร์ไซด์ กรุงเทพฯ

372 ถนนพระราม 3 แขวงบางโคล่ กรุงเทพฯ 10120 โทร. 02-292-2999, 02-292-2888 แฟกซ์ 02-292-2962-3 E-mail: riverside@montien.com www.montien.com

**Requirement Form of the Annual Report (Printed Form)**

To Shareholders

Pan Asia Footwear Public Company Limited would like to inform that shareholders who intend to receive the Annual Report 2023 in printed form, please fill the details below and send back to the company with contact name: Mrs. Parichart Phobang, 620/5 Moo 11, Nongkharm, Sriracha, Chonburi 20230 Tel. 038-480020-1 Fax 038-480080 or E-mail [parichart.p@paf-group.com](mailto:parichart.p@paf-group.com) The Company will send such report to you soon.

I (elaborate handwriting).....

Address.....

.....

.....

Name of Contact Person.....

Telephone No.....

Fax. No.....

Email Address.....

## หนังสือมอบฉันทะ (แบบ ข.)

## Proxy (Form B.)

เขียนที่.....

Written at

วันที่ .....เดือน ..... พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่..... ถนน ..... ตำบล/แขวง.....

with address at Road Sub-District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท แพนเอเชียฟุตแวร์ จำกัด (มหาชน)

being a shareholder of **PAN ASIA FOOTWEAR PUBLIC COMPANY LIMITED**

โดยถือหุ้นจำนวนทั้งสิ้นรวม .....หุ้น และออกเสียงลงคะแนนได้เท่ากับ .....เสียง ดังนี้

holding the total amount of shares with the voting rights of votes as follows;

หุ้นสามัญ .....หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

ordinary share shares with the voting rights of votes

หุ้นบุริมสิทธิ .....หุ้น ออกเสียงลงคะแนนได้เท่ากับ .....เสียง

preferred share shares with the voting rights of votes

(3) ขอมอบฉันทะให้

Hereby appoint

( ) ..... อายุ .....ปี

Age Years

อยู่บ้านเลขที่..... ถนน ..... ตำบล/แขวง.....

with address at Road Sub-District

อำเภอ/เขต..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ District

Province Postal Code or

( ) ..... อายุ ..... ปี  
Age Years

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

อำเภอ/เขต.....จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

District Province Postal Code or

( ) **นายศิริพงษ์ สมบัติศิริ** ..... อายุ **69** ปี  
**Mr. Siripong Sombatsiri** ..... Age **69** Years

อยู่บ้านเลขที่ **111/12 หมู่ที่ 7** ถนน ..... ตำบล/แขวง.....  
with address at **111/12 Moo 7** Road Sub-District **บางเก่า**

อำเภอ/เขต.....จังหวัด **เพชรบุรี** รหัสไปรษณีย์ **76120**

District **Cha-am** Province **Phetchaburi** Postal Code **76120**

( ) **พลตำรวจตรี ภาณุรัตน์ มีเพียร** ..... อายุ **77** ปี  
**Pol.MaJ.Gen.Panurat Meepien** ..... Age **77** Years

อยู่บ้านเลขที่ **299/6 ซอยลาดพร้าว 41** ถนน ..... ตำบล/แขวง.....  
with address at **299/6 Soi Ladprao 41** Road Sub-District **จันทน์เกษม**

อำเภอ/เขต.....จังหวัด **กรุงเทพฯ** รหัสไปรษณีย์ **10130**

District **Chatuchak** Province **Bangkok** Postal Code **10130**

( ) **นายสุจริต ปัจฉิมนันท์** ..... อายุ **78** ปี  
**Mr.Sujarit Patchimnun** ..... Age **78** Years

อยู่บ้านเลขที่ **250/35 ซอยรามคำแหง 112** ถนน ..... ตำบล/แขวง.....  
with address at **250/35 Soi Ramkhamhaeng 112** Road Sub-District **สะพานสูง**

อำเภอ/เขต.....จังหวัด **กรุงเทพฯ** รหัสไปรษณีย์ **10250**

District **Saphansung** Province **Bangkok** Postal Code **10250**

( ) **นายธำรง ธิติประเสริฐ** ..... อายุ **66** ปี  
**Mr.Thamrong Tritiprasert** ..... Age **66** Years

อยู่บ้านเลขที่ **27/3 ซ.กรุงเทพกรีฑา 8 แยก 16** ถนน ..... ตำบล/แขวง.....  
with address at **27/3 Soi.Bangkok Greetha 8 /16** Road Sub-District **หัวหมาก**

อำเภอ/เขต.....จังหวัด **กรุงเทพ** รหัสไปรษณีย์ **10250**

District **Bangkapi** Province **Bangkok** Postal Code **10250**

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิชาสามัญ ครั้งที่ 46 ในวันอังคารที่ 23 เมษายน 2567 เวลา 15.00 น. ณ ห้องเจ้าพระยา 2 โรงแรมฉัตรริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my / our proxy to attend and vote on my / our behalf at the Share Subscription Meeting / the General / the Extraordinary Meeting of Shareholders No. 46 to be held on Tuesday, April 23, 2024 at 15.00 hrs. at Chao Praya room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 45 เมื่อวันที่ 25 เมษายน 2566

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 45 on April 25, 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 รับทราบรายงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมา

Agenda 2 To acknowledge the Report of the Board of Directors for the previous year.

วาระที่ 3 พิจารณานุมัติงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 3 To approve the Financial Statements as at December 31, 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรและการจ่ายเงินปันผล

Agenda 4 To approve the appropriation of profit and dividend payment

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้



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

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                                  Disapprove                                  Abstain

**วาระที่ 5** **พิจารณาอนุมัติจัดสรรวงเงินค้ำประกันบริษัทย่อยที่มีความสัมพันธ์ทางธุรกิจ**  
**Agenda 5** **To consider and approve the allocation of guarantee limits for subsidiaries**  
**who have business relationships**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                                  Disapprove                                  Abstain

**วาระที่ 6** **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ**

**Agenda 6** **To consider the election of directors in replacement of those who are retired by rotation**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

การเลือกตั้งกรรมการทั้งชุด  
 To elect directors as a whole

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                                  Disapprove                                  Abstain

การเลือกตั้งกรรมการเป็นรายบุคคล  
 To elect each director individually

ชื่อกรรมการ                      **นายสมมาต ขุนเศรษฐ์**  
 Name of Director                      **MR. SOMMAT KHUNSET**

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                                  Disapprove                                  Abstain

ชื่อกรรมการ                      **นายวิจิต ประยูรวิวัฒน์**  
 Name of Director                      **MR. WICHIT PRAYOONWIWAT**

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                                  Disapprove                                  Abstain

ชื่อกรรมการ นายธนกร ตรีพลอักษร  
 Name of Director MR.TANAKORN TREEPOLAKSORN

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
 Approve Disapprove Abstain

**วาระที่ 7 พิจารณากำหนดค่าตอบแทนคณะกรรมการบริษัท**

Agenda 7 To consider the Board of Director's remuneration.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (B) The Proxy must cast the votes in accordance with my / our following instruction:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
 Approve Disapprove Abstain

**วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี**

Agenda 8 To appoint the Company's auditor and to consider the auditors fees.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (B) The Proxy must cast the votes in accordance with my / our following instruction:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
 Approve Disapprove Abstain

**วาระที่ 9 พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท**

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

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (B) The Proxy must cast the votes in accordance with my / our following instruction:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
 Approve Disapprove Abstain

**วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Agenda 10 Other business (If any)

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                                  Disapprove                                  Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

อากรแสตมป์  
 Duty Stamp  
 20 บาท  
 20 Baht

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Shareholder  
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
 (.....)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่ สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

## ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

**REGULAR CONTINUED PROXY FORM B**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท แพนเอเชียฟุตแวร์ จำกัด (มหาชน)**

Authorization on behalf of the Shareholder of **PAN ASIA FOOTWEAR PUBLIC COMPANY LIMITED**

ในการประชุมผู้ถือหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิสามัญ ครั้งที่ 46 ในวันอังคารที่ 23 เมษายน 2567 เวลา 15.00 น. ณ ห้องเจ้าพระยา 2 โรงแรมมณฑิย ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Share Subscription Meeting/ the General / the Extraordinary Meeting of Shareholders No. 46 to be held on Tuesday, April 23, 2024 at 15.00 hrs. at Chao Praya room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or at any adjournment thereof.

.....

วาระที่ ..... เรื่อง .....

Agenda No. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ ..... เรื่อง .....

Agenda No.                      Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                              Disapprove                              Abstain

วาระที่ ..... เรื่อง .....

Agenda No.                      Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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Approve                              Disapprove                              Abstain

วาระที่ ..... เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda No.                      Election of Directors (continued)

ชื่อกรรมการ .....

Name of Director

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....

Name of Director

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                              Disapprove                              Abstain

ชื่อกรรมการ.....

Name of Director

 เห็นด้วย ไม่เห็นด้วยงดออกเสียง

Approve

Disapprove

Abstain

 วาระที่ ..... เรื่อง .....

Agenda No.

Subject

 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve

Disapprove

Abstain

 วาระที่ ..... เรื่อง .....

Agenda No.

Subject

 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Abstain

 วาระที่ ..... เรื่อง .....

Agenda No.

Subject

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Disapprove

Abstain

 วาระที่ ..... เรื่อง .....

Agenda No.

Subject

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Approve

Disapprove

Abstain

## **QR Code Downloading Procedures for supporting documents for the 2024 Annual General Meeting of Shareholders**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the Notice of General Meeting of shareholders, Annual Report in electronic form accessible through QR Code to shareholders, thus allows the shareholders to conveniently and quickly access the information.

The aforementioned documents could be downloaded from the QR Code (as shown in Attachment 2) by following the steps below.

### **For iOS System**

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

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

### **For Android System**

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

#### How to scan the QR Code with Line application

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

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



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