



**PAN ASIA FOOTWEAR PUBLIC COMPANY LIMITED**

**Notice of the General Meeting of Shareholders**

**No. 48**

**Tuesday, April 28, 2026 at 15 hrs.**

**At Mahanatee Auditorium, KingBridge Tower**

**No. 989 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120**

**Registration starts at 13 hrs.**

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



AF 010/2026

April 3<sup>rd</sup>, 2026

**Notice of the 48<sup>th</sup> Annual General Meeting of Shareholders**

Messer : Shareholders of Pan Asia Footwear Public Company Limited.

Enclosures :

- 1) Annual Report 2025 (Form 56-1 One Report) as QR Code comprised of Report of the Board of Directors, Financial Statements for the year ended 31 December 2025
- 2) Profiles of the nominees for the position of directors.
- 3) The definition of “Independent Director”
- 4) Profiles of the independent directors proposed by the company to act as proxy for shareholders.
- 5) The Copy of the company's of Association relating to the Annual General Meeting of Shareholders
- 6) Documents and evidence of the attended person that must be presented before attending the meeting, and regulation for the meeting.
- 7) The process of Registration for the Annual General Meeting of Shareholders.
- 8) Map of the venue for the Annual General Meeting of Shareholders.
- 9) Requirement Form of the Annual Report (Form 56-1 One Report) in printed edition.
- 10) Notification of Meeting with printed barcode (Please, bring on the meeting day).
- 11) Proxy Form B.
- 12) QR Code downloading procedures for the Annual Report 2025
- 13) Protection of Personal Information (Privacy Notice)

Whereas the Board of Directors, Pan Asia Footwear Public Company Limited (PAF), has considered to hold the 48<sup>th</sup> Annual General Meeting of Shareholders on Tuesday, April 28<sup>th</sup> 2026 at 15.00 hrs. at Mahanatee Auditorium, KingBridge Tower No. 989 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120. The Board of Directors has set the record date to determine the names of shareholders' right to attend the 48<sup>th</sup> Annual General Meeting of shareholders be on 16 March 2026

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 2025 for the 48<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 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 2024 is shown in the Annual Report for the year 2025 (Form 56-1 One Report) as QR Code, submitted together with the notice of the Annual General Meeting of Shareholders , herewith in **Attachment No. 1**.

**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.

**2. To consider and approve the Financial Statements for the year ended December 31, 2025**

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

**Comment of the Board** : Such report should be to propose at the Annual General Meeting of Shareholders to consider the approval of the financial statements ended December 31, 2025, which have been audited and certified by the Authorized Auditor and approved by the Audit Committee and the Board of Directors. The main contents can be summarized as follows:

**(Unit: million Baht)**

Descriptions	Consolidated Financial statements	Separate Financial statements
Total Assets	1,103	905
Total Liabilities	454	327
Total Shareholders’ Equity	649	578
Revenue from sales and Hire of work	2,174	1,538
Total Revenues	2,191	1,545
Net Profit (loss) (Owners of the parent company)	22	11.50
Earnings per Share (Baht)	0.04	0.0213

Details are in the Financial Statements published in Annual Report 2025 (Form 56-1 One Report) herewith the **Attachment No. 1**.

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

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

**Fact and reason** : According to Section 116 of the Public Limited Companies Act B.E. 2535, the company must allocate a portion of its annual net profit as a reserve capital of not less than 5 percent of its annual net profit, less the accumulated losses brought forward (if any), until such reserve capital amounts to not less than 10 percent of its registered capital in the year. The Company has dividend payment policy to shareholders at a rate of not less than 20 percent of net profit, taking into consideration the Company's operating results, financial status, economic conditions, and operational plans. In 2025, the Company had a net profit according to the special financial statements of Baht 11.50 million and there was no accumulated capital deficit. The Board of Directors therefore proposed to allocate a net profit of Baht 0.193 million as statutory reserve capital. After the allocation, the Company will have statutory reserve capital of Baht 27.54 million, or 10 percent of its registered capital and dividend payment.

**Comment of the Board** : It is deemed appropriate to propose to the Annual General Meeting of Shareholders for approval the allocation of profits to set aside legal reserves in the amount of 0.193 million baht as legal reserves. After the allocation, the company will have legal reserves of 27.54 million baht, representing 10% of the registered capital and To propose to the Annual General Meeting for consideration and approval of the 2025 dividend payment at 0.01 Baht per share totaling 540,000,000 shares amounting to 5,400,000.- Baht or 46.95% of the Company's net profit on separation financial statements. The Record Date on which shareholders who have rights to receive dividend payment on May 8, 2026 and the dividend payment will be made on May 25, 2026. Details of the consideration of suspending the payment of dividends are as follows:

( the Separate Financial Statements )

Details of Dividend Payment	Unit	2025 (Propose to pay)	2024 (No dividend payment)
1.Profit for the year	Baht	11,501,879	2,889,771
2.Retained earnings Unappropriated	Baht	277,396,268	266,087,389
3.Statutory reserve	Baht	193,000	149,000
4.Dividend per share	Baht/Share	0.01	-
5.Total dividend	Baht	5,400,000	-

6.The dividend ratio per net profit	%	46.95	-
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.

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

**Fact and reason** : In order for the financial management of subsidiaries with business relations with the Company to proceed smoothly and to achieve continuous growth, it is necessary for the Company to guarantee the use of credit with banks and various financial institutions for subsidiaries with business relations with the Company in an amount not exceeding 500 million baht, in accordance with general trading conditions, as are follows Pontex (Thailand) Co., Ltd., WBLP Co., Ltd., Advantage Footwear Co., Ltd., and Peck Industry Co., Ltd., with direct and indirect shareholding proportions of 98.83%, 70%, 89.16%, and 83.72%, respectively.

**Comment of the Board** : The Board of Directors therefore proposed to the meeting to consider allocating a guarantee amount for the use of credit with banks and various financial institutions to subsidiaries that have business relations with the Company in an amount not exceeding 500 million baht, in accordance with general trading conditions, as are follows Pontex (Thailand) Co., Ltd., WBLP Co., Ltd., Advantage Footwear Co., Ltd., and Peck Industry Co., Ltd., with direct and indirect shareholding proportions of 98.83%, 70%, 89.16%, and 83.72%, respectively.

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

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

**Fact and reason** : 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 2026 since December 1,2025 to December 31 2025, 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. 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, Directors who have left their positions may

be re-elected. In 2026, The General Meeting of Shareholders No. 48<sup>th</sup>, there are the Company's Directors who are retired by rotation as follows;

- |                                |  |
|--------------------------------|--|
| 1. Mr. Sujarit Patchimnan      | Independent Director / Audit Committee |
| 2. Mr. Panurat Meepien         | Independent Director / Audit Committee |
| 3. Mr.Surat Wongrattanapassorn | Director                               |
| 4. Miss Suntara Thitiworn      | Director                               |

The selection process for the Company's directors did not go through the selection committee because the Company has not yet appointed a selection committee. The Board of Directors, excluding the nominated directors, considered and deemed it appropriate to propose to the shareholders' meeting to elect 4 directors whose terms of office have expired as directors for another term. In this shareholders' meeting, Mr. Sujarit Patchimnan and Mr. Panurat Meepien is an independent director and audit Committee who has served for 15 years who are the persons has the knowledge and experience to provide useful advice to the Company and still meets all the qualifications of the Company's independent director qualifications. Capable of independently expressing opinions and effectively fulfilling the duties of an independent director. The Board of Directors has screened and considered the selection of directors on an individual basis, in which the directors with vested interests did not vote for themselves. The Board of Directors has considered that the persons to be nominated this time have passed the consideration process set by the Company and have qualifications in accordance with the relevant criteria and are suitable for the Company's business operations. The Board has considered the appropriateness that will benefit the Company's operations, both in terms of qualifications according to the Company's regulations and relevant requirements, including the composition of the Board of Directors, as well as considering the qualifications of the persons with knowledge, ability, experience and expertise that are consistent with the business strategy. Therefore, it is appropriate to propose to the shareholders' meeting to consider re-electing the three directors whose terms have expired to resume their positions as directors for another term.

**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.2.**

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

**6. 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 2025, the General Meeting of Shareholders agreed to approve the remuneration to Directors not exceed 5 million Baht a year, the company had actually paid Baht 1,922,500 consisting of, Baht 185,000 of meeting attendance fee, Baht 1,620,000 of the annum remuneration, Baht 117,500 of meeting attendance fee for Audit Committee.

For the year 2026, the Board of Directors has considered the Company's operating results, the directors' remuneration budget approved by the Annual General Meeting of Shareholders in the previous year, as well as the authority, duties, and responsibilities of the directors. The Board therefore proposes that the Annual General Meeting of Shareholders approve the directors' remuneration with a total amount not exceeding Baht 5 million. The allocation of such remuneration shall be considered and determined by the Chairman of the Board, taking into account the appropriateness in relation to the duties and responsibilities of the directors and the Audit Committee members. The details of the components of directors' remuneration are as follows:

Components of Directors' Remuneration	Propose 2026	2025
<b>1. Annual remuneration</b>	paid to all directors	paid to all directors
<b>2. Meeting allowance paid to person attending the meeting.</b>		
2.1 For The Board of Directors	<u>Remains</u>	
- Chairman	5,000 Bath/Meeting	5,000 Bath/Meeting
- Director	5,000 Bath/Meeting	5,000 Bath/Meeting
2.2 For The Audit Committee	<u>Remains</u>	
- Chairman paid by quarter	12,500 Bath/Meeting	12,500 Bath/Meeting
- Director paid by quarter	10,000 Bath/Meeting	10,000 Bath/Meeting
<b>3. Other Benefits</b>	None	None

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.

**Comment of the Board** : The Board of Directors has considered the Company's operating results, the directors' remuneration budget approved by the Annual General Meeting of Shareholders in the previous year, as well as the authority, duties, and responsibilities of the directors. The Board therefore proposes that the Annual General Meeting of Shareholders approve the directors' remuneration with a total amount not exceeding Baht 5 million, with the Chairman of the Board being authorized to allocate such remuneration.

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

**7. 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 2025, 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 Aunpitongsa, 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 2020 - 2025 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<br>Aphimeteetamrong  | Certified Public Accountant No. 1378 | Or |
|   | had never served as company auditor certifying the company's financial statements                 |                                      |    |
| 2 | Mr. Chaiyakorn<br>Aunpitongsa   | Certified Public Accountant No. 3196 | Or |
|   | had never served as company auditor certifying the company's financial statements                 |                                      |    |
| 3 | Mr. Apiruk<br>Ati-anuwat  | Certified Public Accountant No. 5202 | Or |
|   | had served 1 term as company auditor certifying the company's financial statements from 2020-2025 |                                      |    |
| 4 | Miss Ratchneekon<br>Vijaksilp   | Certified Public Accountant No. 5801 | Or |
|   | had never served as company auditor certifying the company's financial statements                 |                                      |    |
| 5 | Miss Kornkaew<br>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 2026 and determined the remuneration of auditor fee as follows;

Audit Fee	2026	2025
Review of the financial statements for quarter 1,2,3	960,000 Baht	915,000 Baht
Audit fee for the year ended December 31	820,000 Baht	785,000 Baht
<b>Total</b>	<b>1,780,000 Baht</b>	<b>1,700,000 Baht</b>
Other Service	None	None

**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 2025 by the determination the audit fee as stated above is Baht 1,780,000.- 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;

<b>Audit Fee for Subsidiaries</b>	<b>2026</b>	<b>2025</b>
Review of the financial statements for quarter 1,2,3	450,000 Baht	450,000 Baht
Audit fee for the year ended December 31	930,000 Baht	910,000 Baht
<b>Total Audit Fee for Subsidiaries (4 Compaines)</b>	<b>1,380,000 Baht</b>	<b>1,360,000 Baht</b>
Other Service	None	None
<b>Grand Total</b>	<b>3,160,000 Baht</b>	<b>3,060,000 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.

#### 8. 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 or registered mail to Mrs.Parichart Phobang (the Company's Secretary), Pan Asia Footwear Public Company Limited, 507/2 Moo 11 Nongkham Sriracha Chonburi 20230 within April 22, 2026, 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.4**

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.10** on the meeting day for the rights to meeting attendance.

Yours faithfully,



(Mr. Sommat Khunset)

Chief Executive Officer



## 2. POL.MAJ.GEN Panurat Meepien



<b>Age</b>	79 years
<b>Nationality</b>	Thai
<b>Positions in the Company</b>	Independent Director and Audit Committee
<b>Total years of directorship</b>	15 years (Date of Appointment as a Director April 22, 2011)
<b>Type of Directorship being nominated</b>	Independent Director and Audit Committee who is considered from the Board of Directors
<b>Educations</b>	<ul style="list-style-type: none"> <li>● Master of Public Affairs, U.S.A.</li> <li>● Bachelor of Political Science Chiang Mai University</li> </ul>
<b>Seminar Program IOD</b>	<ul style="list-style-type: none"> <li>● Director Accreditation Program (DAP) 77/2009 Thai Institute of Directors Association (IOD)</li> </ul>
<b>Board Member/Management in Other Listed Company</b>	● None
<b>Positions in Other Company/Organization/Institution Company</b>	● None
<b>Position in other company engaging in competitive / related businesses Number</b>	● None
<b>Company shareholding(oneself/spouse/children who is not sui juris)</b>	● None
<b>Meeting Attendance record</b>	The Board of Directors Meeting 4/4 times (equivalent to 100%) The Board of Audit Committee meeting 4/4 times (equivalent to 100%) The Annual General Meeting of Shareholders 1/1 time (equivalent to 100%)
<b>Forbidden Qualifications</b>	<ul style="list-style-type: none"> <li>● Never dishonestly committed an offence against property.</li> <li>● Never entered into any transaction which may cause conflict of interest during the year.</li> </ul>
<b>Expertise</b>	<ul style="list-style-type: none"> <li>● Governance and Management</li> </ul>

## 3. Surat Wongrattanapassorn Ph.D.



<b>Age</b>	60 years
<b>Nationality</b>	Thai
<b>Positions in the Company</b>	Director
<b>Total years of directorship</b>	12 years (Date of Appointment as a Director May 6, 2014)
<b>Type of Directorship being nominated</b>	Director who is considered from the Board of Directors
<b>Educations</b>	<ul style="list-style-type: none"> <li>● Ph.D. (Business Administration) Nova Southeastern University, U.S.A.</li> <li>● Master of Engineering (Computer) Assumption University</li> </ul>
<b>Seminar Program IOD</b>	<ul style="list-style-type: none"> <li>● Director Accreditation Program (DAP) 2003</li> <li>● Director Certification Program (DCP) 233/2017</li> <li>● IT Governance (ITG) 3/2016</li> </ul> <p style="margin-left: 40px;">Thai Institute of Directors Association (IOD)</p>
<b>Board Member/Management in Other Listed Company</b>	1 Company <ul style="list-style-type: none"> <li>● Independent Director of TSR LIVING SOLUTION PLC.</li> </ul>
<b>Positions in Other Company/Organization/Institution Company</b>	4 Companies
<b>Position in other company engaging in competitive / related businesses Number</b>	● None
<b>Company shareholding (oneself/spouse/children who is not sui juris)</b>	● None
<b>Meeting Attendance record</b>	<p>The Board of Directors Meeting : 3/4 times (equivalent to 75%)</p> <p>The Annual General Meeting of Shareholders : 1/1 time (equivalent to 100%)</p>
<b>Forbidden Qualifications</b>	<ul style="list-style-type: none"> <li>● Never dishonestly committed an offence against property.</li> <li>● Never entered into any transaction which may cause conflict of interest during the year.</li> </ul>
<b>Expertise</b>	<ul style="list-style-type: none"> <li>● IT / Digital transformation, Corporate governance, Retail and Consumer Products Business</li> </ul>

**4. Miss Suntara Thitiworn**



<b>Age</b>	54 years
<b>Nationality</b>	Thai
<b>Positions in the Company</b>	Director
<b>Total years of directorship</b>	3 years (Date of Appointment as a Director April 25, 2023)
<b>Type of Directorship being nominated</b>	Director who is considered from the Board of Directors
<b>Educations</b>	<ul style="list-style-type: none"><li>● Master of Public Administration Burapha University</li></ul>
<b>Seminar Program IOD</b>	<ul style="list-style-type: none"><li>● Director Accreditation Program (DAP) 217/2024</li></ul>
<b>Board Member/Management in Other Listed Company</b>	<ul style="list-style-type: none"><li>● None</li></ul>
<b>Positions in Other Company/Organization/Institution Company</b>	5 Companies
<b>Position in other company engaging in competitive / related businesses Number</b>	2 Companies
	<ul style="list-style-type: none"><li>● WBLP Co.,Ltd. Footwear and Bag Manufacturing Business</li><li>● Thanakom Injection Co.,Ltd. Footwear Manufacturing Business</li></ul>
<b>Company shareholding (oneself/spouse/children who is not sui juris)</b>	<ul style="list-style-type: none"><li>● None</li></ul>
<b>Meeting Attendance record</b>	The Board of Directors Meeting : 4/4 times (equivalent to 100%) The Annual General Meeting of Shareholders : 1/1 time (equivalent to 100%)
<b>Forbidden Qualifications</b>	<ul style="list-style-type: none"><li>● Never dishonestly committed an offence against property.</li><li>● Never entered into any transaction which may cause conflict of interest during the year.</li></ul>
<b>Expertise</b>	<ul style="list-style-type: none"><li>● Human resource management and Business Management</li></ul>

**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** 71 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** 79 Years **Nationality** Thai

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

**Company Shareholding** - None -

**Interest on each agenda** The Conflict of interest in agenda No. 6 Appointment of directors to succeed.  
Those retiring upon term completion due to the directors are retired on  
rotation and the retiring directors may be re-elected



**3. Name** Mr.Sujarit Patchimnun

Independent Director / Audit Committee

**Age** 81 Years      **Nationality** Thai

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

**Company Shareholding** - None -

**Interest on each agenda** The Conflict of interest in agenda No. 6 Appointment of directors to succeed.

Those retiring upon term completion due to the directors are retired on

rotation and the retiring directors may be re-elected



**4. Name** Mr.Thamrong Tritiprasert

Independent Director

**Age** 68 Years      **Nationality** Thai

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

Bangkapi 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.

.....

**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.48 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.

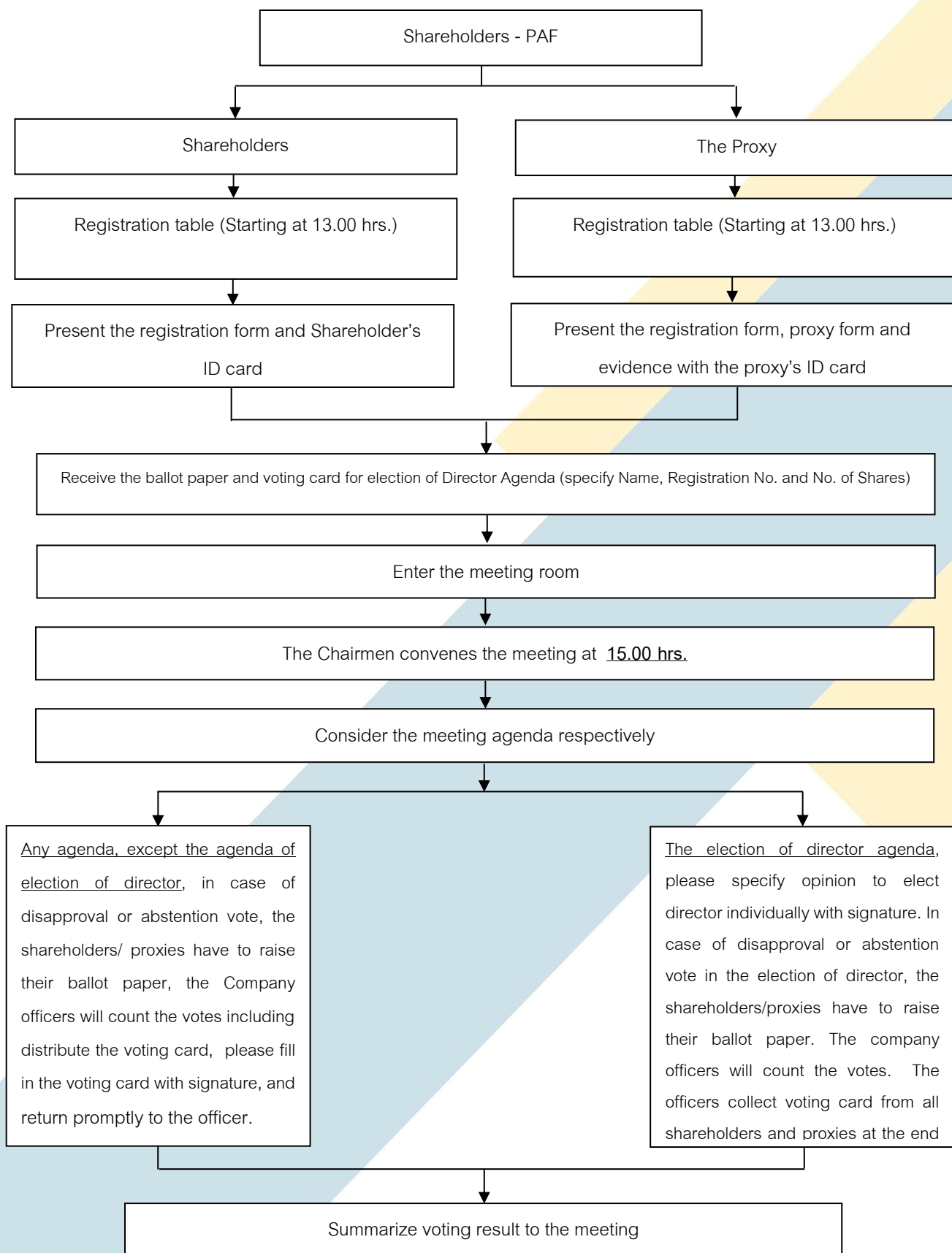
The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the sharesIf the shareholders have appointed an authorized person to attend the meeting,

- (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. 48<sup>th</sup>  
Pan Asia Footwear Public Company Limited  
on Tuesday, April 28<sup>th</sup> 2026**





**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 2025 in printed form, please fill the details below and send back to the company with contact name: Mrs. Parichart Phobang, 507/2 Moo 11, Nongkharm, Sriracha, Chonburi 20230 Tel. 038-480020 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 ..... **71** ปี  
**Mr. Siripong Sombatsiri** ..... Age **71** Years

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

อำเภอ/เขต.....จังหวัด ..... รหัสไปรษณีย์ .....  
District **Cha-am** Province **Phetchaburi** Postal Code **76120**

( ) **พลตำรวจตรี ภาณุรัตน์ มีเพียร** ..... อายุ ..... **79** ปี  
**Pol.MaJ.Gen.Panurat Meepien** ..... Age **79** Years

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

อำเภอ/เขต.....จังหวัด ..... รหัสไปรษณีย์ .....  
District **Chatuchak** Province **Bangkok** Postal Code **10130**

( ) **นายสุจริต ปัจฉิมพันธ์** ..... อายุ ..... **81** ปี  
**Mr.Sujarit Patchimnun** ..... Age **81** Years

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

อำเภอ/เขต.....จังหวัด ..... รหัสไปรษณีย์ .....  
District **Saphansung** Province **Bangkok** Postal Code **10250**

( ) **นายธำรง ติติประเสริฐ** ..... อายุ ..... **68** ปี  
**Mr.Thamrong Tritiprasert** ..... Age **68** 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 ..... รหัสไปรษณีย์ .....  
District **Bangkapi** Province **Bangkok** Postal Code **10250**

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิชาสามัญ ครั้งที่ 48 ในวันอังคารที่ 28 เมษายน 2569 เวลา 15.00 น. ณ ห้องมหานที อาคารคิงบริดจ์ ทาวเวอร์ เลขที่ 989 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน 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.48 will be held on Tuesday, April 28, 2026 at 3.00 p.m. at Mahanatee Auditorium, KingBridge Tower No. 989 Rama 3 Road, Bangpongpan, Yannawa, 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 รับทราบรายงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมา

Agenda 1 To acknowledge the Report of the Board of Directors for the previous year

วาระที่ 2 พิจารณาอนุมัติงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2568

Agenda 2 To approve the Financial Statements as at December 31, 2025

(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 3 พิจารณาอนุมัติการจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผล

Agenda 3 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 4 พิจารณาอนุมัติจัดสรรวงเงินค้ำประกันบริษัทย่อยที่มีความสัมพันธ์ทางธุรกิจ

Agenda 4 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 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ**

**Agenda 5 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:

การเลือกตั้งกรรมการทั้งหมด

To elect directors as a whole

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

การเลือกตั้งกรรมการเป็นรายบุคคล

To elect each director individually

ชื่อกรรมการ

**นายสุจริต ปัจฉิมนนท์**

Name of Director

**Mr. Sujarit Patchimnan**

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ

**พล ต.ต. ภาณุรัตน์ มีเพียร**

Name of Director

**Mr. Panurat Meepien**

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ

**นายสุรัตน์ วงศ์รัตนภัสสร**

Name of Director

**Mr.Surat Wongrattanapassorn**

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ

**นางสาวสุนทรา ฐิติวร**

Name of Director

**Miss Suntara Thitiworn**

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 6 พิจารณากำหนดค่าตอบแทนคณะกรรมการบริษัท****Agenda 6 To consider the Board of Director's remuneration.**

- (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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี****Agenda 7 To appoint the Company's auditor and to consider the auditors fees.**

- (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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)****Agenda 8 Other business (If any)**

- (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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> 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 เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ 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.

อกรแสตมป์ Duty Stamp 20 บาท 20 Baht	ลงชื่อ/Signed.....ผู้มอบฉันทะ/Shareholder (.....)
	ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy (.....)
	ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy (.....)
	ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy (.....)

#### หมายเหตุ / Remark

- 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.
- 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.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 48 ในวันอังคารที่ 28 เมษายน 2569 เวลา 15.00 น. ณ ห้องมหานที อาคารคิงบริดจ์ ทาวเวอร์ เลขที่ 989 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the ~~Share Subscription Meeting~~/ the General / the ~~Extraordinary~~ Meeting of Shareholders No.47 will be held on Tuesday, April 28, 2026 at 3.00 p.m. at Mahanatee Auditorium, KingBridge Tower No. 989 Rama 3 Road, Bangpong pang, Yannawa, 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

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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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เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

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

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ ..... เรื่อง .....

Agenda No.

Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(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

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(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

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ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ ..... เรื่อง .....

Agenda No.

Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

## **QR Code Downloading Procedures for supporting documents for the 2026 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.

### **Protection of Personal Information (Privacy Notice)**

Pan Asia Public Company Limited (“Company”) recognizes the importance of protecting personal information, and respect your privacy rights as the owner of personal data And in order to comply with the Personal Data Protection Act B.E. 2562, we would like to clarify the personal data protection practices. As well as preventing the use of your information other than the stated purposes without permission. This is in accordance with the Company's privacy protection policy.

#### **1. Personal data collected and purpose of processing**

The company will collect personal information. name-surname, address, telephone number, ID card number Shareholder registration number, number of shares, motion picture recording data from the video recording of the event including health information For the benefit of public health and prevention of the spread of dangerous communicable diseases throughout the meeting to perform duties as required by law It will be used for the following purposes.

- ☛ Shareholders Meeting

- ☛ Submission of the annual report (Form 56-1 One Report) and/or supporting documents for the Annual General Meeting of Shareholders as requested by the shareholders.

- ☛ Disclosure of your information as a shareholder to agencies as required by law, for example, to be used as evidence for the preparation of the minutes of the general meeting of shareholders.

including any personal data that appears in the copy of your ID card during registration provided to the company Participate in the annual shareholders' meeting which the Company It is necessary to collect for the performance or exercise of legal rights. Including to confirm your identity in exercising the right to attend the shareholders' meeting according to the law.

#### **2. Retention of personal information and storage period**

The company will keep your personal information for as long as the information is needed. to follow the above objectives Including the need to retain personal information for compliance exercise of legal claims.

#### **3. Your rights as a data subject**

Data subjects have legal rights under the Personal Data Protection Act B.E. 2562, including the right to request access and obtain a copy of personal data The right to request disclosure of the acquisition of personal data without

consent, the right to request rectification of personal data. Data transfer rights The right to withhold the use, erasure, destruction or objection to the processing of personal data held by the Company. collected for use other than the stated purposes and the right to withdraw the consent given to the Company Throughout the period that the company Keep personal information. In exercising such rights Must comply with the law and the company may refuse to exercise your rights as required by law.



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