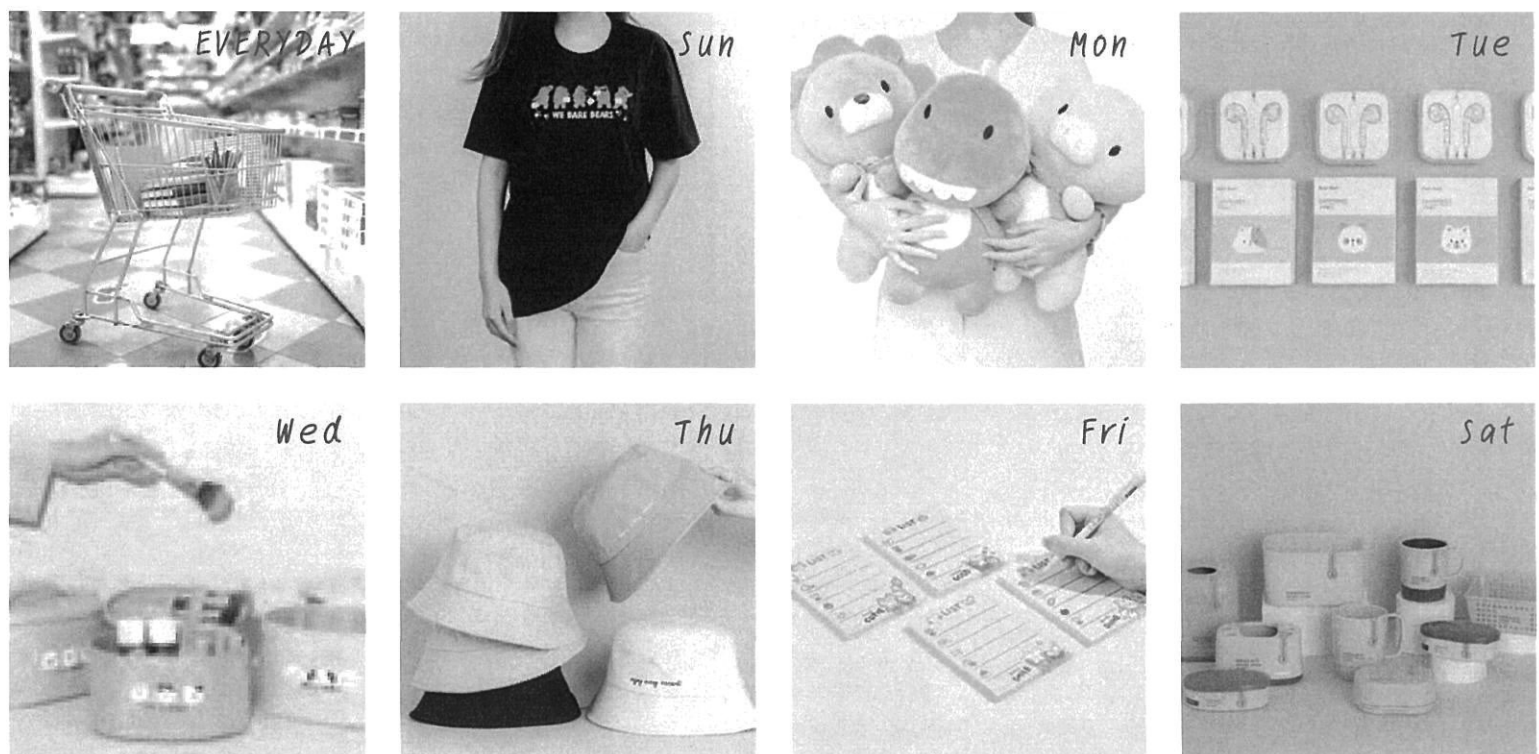




Moshi Moshi Retail Corporation Public Company Limited

Invitation to the 2023 Annual General Meeting of Shareholders
Tuesday, April 25, 2023 at 10.00 a.m. via electronic media (E-AGM)



Let us be part of your everyday life

“MOSHI”



At AGM 01/2023

April 10, 2023

Re: Invitation to the Annual General Meeting of Shareholders of 2023

Attn: Shareholders of Moshi Moshi Retail Corporation Public Company Limited

Attachments

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022
2. Registration Form/ Annual Report 2022 (Form 56-1 One Report) in QR Code format.
3. Capital Increase Report Form (F 53-4)
4. Information of the auditor nominated as the auditor for the year 2023
5. Information of directors who have completed their terms and have been nominated for another term
6. Information of independent directors proposed by the Company as proxy of shareholders
7. Definition of Independent Director
8. Proxy Form A, Proxy Form B and Proxy Form C.
9. Articles of Association of the Company in relation to the shareholders' meeting
10. Explanation on documents or evidence showing the status of a shareholder or shareholder's representative entitled to attend the meeting in order to register and vote at the shareholders' meeting through electronic media (E- AGM)
11. Personal Data Protection for the shareholders' meeting
12. Procedures for attending the meeting via electronic media (E- AGM)

As the Board of Directors' Meeting of Moshi Moshi Retail Corporation Public Company, Limited (hereinafter referred to as the "Company") No. 1/2023 held on February 27, 2023, resolved to schedule the 2023 Annual General Meeting of Shareholders on Tuesday, April 25, 2023, at 10:00 a.m. (Registration begins at 8:30 a.m. and pre-registration is available from April 17, 2023), which is a meeting via electronic media (E- AGM) only, under the Royal Decree on Electronic Conferencing 2020, to consider the matter according to the meeting agenda as follows:

Agenda 1 To consider and certify the Minutes of Extraordinary General Meeting of Shareholders No. 1/2022

Purpose and Reason: The Extraordinary General Meeting of Shareholders No. 1/2022 of the Company was held on July 10, 2022, and the minutes of the meeting were prepared and delivered to the Department of Business Development, Ministry of Commerce, within 14 days from the date of the Annual General Meeting of Shareholders.

Opinion of the Board of Directors: It was agreed that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on July 10, 2022, should be submitted to the Annual General Meeting of Shareholders for approval as the Board of Directors saw that it has been recorded accurately according to the resolutions of the meeting. A copy of the minutes is attached herewith according to details appearing on Enclosure 1.



Voting: This agenda must be approved by a majority vote of the shareholders who attend the meeting and vote, excluding those who abstain from the vote counting base.

Agenda 2 To acknowledge the report of the company's operating results for the year 2022

Purpose and Reason: The Company has summarized the Company's operating results for 2022 according to the details appearing in the Registration Form/Annual Report (Form 56-1 One Report) in QR Code format. *Details appear in Enclosure 2*, which was sent to the shareholders together with the invitation letter to this meeting.

Opinion of the Board of Directors: It was deemed appropriate to propose the Company's operating results of 2022 to the Annual General Meeting of Shareholders for acknowledgement, details of which appear in the Registration Form/Annual Report (Form 56-1 One Report) of 2022.

Voting: There is no voting for this agenda as it is an agenda for acknowledgment.

Agenda 3 To consider and approve the financial statements for year ended 31 December 2022.

Purpose and Reason: In order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments) (hereinafter referred to as the "Public Limited Companies Act"), which requires the Company to prepare a balance sheet and profit and loss statement at the end of the Company's fiscal year to present to the Annual General Meeting of Shareholders for approval and must arrange for an auditor to complete the audit of such balance sheet and profit and loss statement before proposing to the general meeting of shareholders, the Company has thus prepared the Company's financial statements for 2022 ending on December 31, 2022, which have been audited by the Company's certified auditor from PricewaterhouseCoopers ABAS Ltd. The details appear in the Annual Registration Statement/Annual Report (Form 56-1 One Report) for 2022.

The details are as appear in the Enclosure 2 that has been sent to the shareholders together with this meeting invitation, which can be summarized as follows:

Item	Financial Statement	
	2022	2021
Total assets	2,801,452,806	1,992,907,534
Total liabilities	1,191,034,997	1,039,393,527
Total equity	1,610,417,809	953,514,007
Sales revenue	1,890,369,532	1,255,752,773
Gross income	1,895,893,174	1,263,839,202
Net profit for the year	253,166,478	131,266,787
Earnings per share	1.05	0.55

Opinion of the Audit Committee: The Audit Committee has considered and reviewed the Company's financial statements for the year 2022 ended December 31, 2022, which were audited by Miss Sukhumaporn Wong-ariyaporn, CPA No. 4843, PricewaterhouseCoopers ABAS Company, Limited and resolved to approve the financial statements for the year 2022 of the Company ended December 31, 2022 and agreed to propose to the Board of Directors to present to the Annual General Meeting of Shareholders to consider and approve the financial statements for the year 2022 ended December 31, 2022.

Opinion of the Board of Directors: It is deemed appropriate to propose that the Annual General Meeting of Shareholders consider and approve the financial statements for the year 2022 ending on December 31, 2022, which have been audited and certified by the Company's auditor and reviewed by the Audit Committee.

Voting: This agenda must be approved by a majority vote of the shareholders attending and casting the votes at the meeting.

Agenda 4To Consider and approve the allocation of net profit as legal reserve and dividend payments for the year 2022.

Purpose and reason: According to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (including amendments) (hereinafter referred to as the "Public Limited Companies Act") and Article 52 of the Company's Articles of Association which stipulates that dividend cannot be paid from money other than profit and in the event that the Company still has accumulated losses, no dividend shall be paid and according to the Company's dividend payment policy, the Company will pay dividend to shareholders at the rate of no less than 40% of the net profit from the separate financial statements of the Company after corporate income tax deduction and reserve fund allocation of all types as specified in the laws and regulations of the Company. However, the dividend payment may be less than the above rate, taking into account factors such as economic conditions, the company's operating result and financial position, cash flow, working capital, investment and business expansion plans, debt obligations, conditions and limitations as specified in the loan agreement and under section 166 of the Public Limited Companies Act and Article 54 of the Company's Articles of Association stipulates that the Company must set aside part of the annual net profit as a reserve fund of no less than 5% of the annual net profit less the accumulated losses brought forward (if any), until this reserve fund is not less than 10% of the registered capital of the Company.

According to the financial statements for the year 2022 ending December 31, 2022, the Company has a net profit of 253,166,478 baht, unappropriated retained earnings of 118,634,842 baht, and no accumulated losses. The Company therefore deems it appropriate to propose to the Annual General Meeting of Shareholders to consider appropriating net profits for additional legal reserves and dividend payment as follows:

- 1) Allocation of net profit for the operating result ended December 31, 2022, in the total amount of 12,658,323.90 baht. the Company has allocated net profits from the Company's operating results for

the 9-month period ended September 30, 2022, already, in the amount of 6,731,491.80 baht as a legal reserve. Therefore, there will be allocation of additional net profit of 5,926,832.10 baht as an legal reserve, In total, it is 5% of the Company's net profit for the year 2022 as required by law.

2) Dividend payment from net profit for operating result ended December 31, 2022, is as follows:

2.1) Dividend are paid in ordinary shares of the Company to shareholders at the rate of 10 existing ordinary shares per 1 stock dividend with a par value of 1 baht per share, totaling not more than 30,000,000 baht or equivalent to the dividend payment rate of 0.10 baht per share, total value not exceeding 30,000,000 baht.

In the event that any shareholder has fractional shares from such stock dividend allocation, the Company will pay dividend in cash instead at the rate of 0.10 baht per share for such fractional shares.

2.2) Dividend are paid in cash at the rate of 0.10 baht per share, totalling not more than 30,000,000 baht.

Therefore, the dividend payments in the form of cash and stock dividends under 2.1) and 2.2) total no more than 60,000,000 baht or not exceeding 0.20 baht per share. All dividend will be subject to withholding tax at the rate stipulated by law.

However, this dividend payment is still uncertain as it has to be approved by the General Meeting of Shareholders.

Dividend payment date: The Company has a record date of the list of shareholders who are entitled to receive dividend, both in the form of stock dividend and cash on May 3, 2023, and the dividend payment date is scheduled on May 23, 2023 (within 1 month from the date of the resolution of the shareholders' meeting).

In addition, the Company paid an interim dividend on December 9, 2022, in the amount of 837,792,000 baht according to the resolution of the Board of Directors' Meeting No. 6/2022 held on November 11, 2022. Therefore, the dividend payment for the operating result ended December 31, 2022 is in accordance with the Company's dividend payment policy, which is set at a rate of no less than 40% of the net profit of the separate financial statements of the Company after deducting corporate income tax and reserve fund allocation

Comparison of dividend payments in the past year: For information on dividend payments in the past year (fiscal year 2022 ended 31 December 2022).

Details of dividends payment	2022 (proposed year)		2021	
1. Net profit from operating results	253,166,478	Baht	131,266,787	Baht
2. Earnings per share	1.05	Baht	0.55	Baht
3. Number of shares	300,000,000	Shares	225,000,000	Shares

Details of dividends payment	2022 (proposed year)		2021	
4. Total amount of dividends paid	914,458,666.60	Baht	-	Baht

Opinion of the Board of Directors: It is deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the allocation of net profit for 2022 with the following details:

- 1) The allocation of the net profit totaling 12,658,323.90 baht, which is an allocation of net profit as an additional legal reserve in the amount of 5,926,832.10 baht, because the Company has allocated legal reserves from the Company's operating result for the 9-month period ended September 30, 2022, in the amount of 6,731,491.80 baht. In total, this amount accounts for 5% of the Company's net profit for 2022 as required by law.
- 2) Dividends payment for the operating result ended on December 31, 2022, with details as follows:
 - 2.1) Dividend payment in the form of ordinary shares of the Company to shareholders at the rate of 10 existing ordinary shares per 1 stock dividend, not exceeding 30,000,000 shares.
 - 2.2) Cash dividend payment at the rate of 0.10 baht per share, not exceeding 30,000,000 baht.
- 3) The record date of the list of shareholders who are entitled to receive dividends in the form of stock dividend and cash is on May 3, 2023 and the dividend payment is scheduled to shareholders on May 23, 2023.

Voting: This agenda must be approved by a majority vote of the shareholders attending and casting the votes at the meeting.

Agenda 5 To consider and approve the increase of registered capital of Baht 30,000,000 from the current registered capital of Baht 300,000,000 to be Baht 330,000,000 by issuing 30,000,000 ordinary shares at the par value of Baht 1 per share to reserve for stock dividend payment and Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of registered capital

Purpose and Reasons: Since the Company intends to increase its capital to support the stock dividend payments (details appear in Agenda 4), it is deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the increase of the registered capital as ordinary shares to accommodate the Company's stock dividend payments of 30,000,000 baht from the original registered capital of 300,000,000 baht to the registered capital of 330,000,000 baht with a par value of 1 baht per share to support the stock dividend payments *according to the details appearing in Enclosure 3* and to be consistent with the Company's registered capital increase as detailed above, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the amendment to Article 4. of the Company's Memorandum of Association as follows:

"Clause 4.	Registered capital	Baht 330,000,000	(Three hundred thirty million Baht)
	Divided into	330,000,000 shares	(Three hundred thirty million shares)
	Par value	1 baht	(One baht)
	Divided into		
	Ordinary shares	330,000,000 shares	(Three hundred thirty million shares)
	Preferred shares	- shares	(-)"

In addition, it was deemed appropriate to propose that the person assigned by the authorized director(s) register for the amendment of the Company's Memorandum of Association with the Department of Business Development and have the power to amend the wording to comply with the order of the Registrar.

Opinion of the Board of Directors: It was deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the increase of the Company's registered capital by 30,000,000 baht from the original registered capital of 300,000,000 baht to the registered capital of 330,000,000 baht at the par value of 1 baht per share as detailed above.

Voting: This agenda must be approved with a vote of no less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and vote, excluding those who abstain from the vote counting base.

Remarks *In the event that the Company's directors fail to perform their duties with honesty and caution in protecting the Company's interests in matters related to the capital increase and the failure to perform such duties causes damage to the Company, the shareholders can file a lawsuit claiming damages from such director on behalf of the Company in accordance with Section 85 of the Public Limited Company Act. In addition, if such non-performance causes the Company's directors or related persons to gain undue benefits, the shareholders can exercise their right to file a lawsuit to reclaim the benefits from that director on behalf of the Company.*

Agenda 6 To consider and approve the allocation of newly issued ordinary shares in the amount of not exceeding 30,000,000 ordinary shares with the par value of Baht 1 to reserve for stock dividend payment.

Purpose and Reasons: Since the Company intends to allocate shares to increase capital by issuing 30,000,000 ordinary shares with a par value of 1 baht per share as detailed in Agenda 5 above, it is deemed appropriate to propose that the Annual General Meeting of Shareholders consider and approve the allocation of not more than 30,000,000 shares to the Company's shareholders who are entitled to receive stock dividends as of the record date for the shareholders who are entitled to receive the stock dividends at the ratio of 10 existing ordinary shares to 1 stock dividend. In the event that any shareholder has fractional shares from such stock dividends allocation, the Company will pay dividend in cash instead at the rate of 0.10 baht per share.

In addition, it was deemed appropriate to assign the authorized directors and/or the person authorized by the authorized director(s) to be authorized to perform any acts related to the allocation of the newly issued ordinary shares as follows:

- (1) Consider determining details of the allocation of newly issued ordinary shares, conditions and other details related to the allocation of such newly issued ordinary shares.
- (2) Entering into negotiations, making agreements and signing relevant documents, including taking actions in connection with the allocation of such newly issued ordinary shares and signing documents for approval, waiver requests and evidence necessary and relevant to the allocation of such newly-issued ordinary shares. This includes contacting and submitting a request for permission or a waiver and such documents and evidence to relevant government agencies or agencies and the listing of the newly-issued ordinary shares of the Company on the Stock Exchange of Thailand and to have the power to take any other actions necessary and appropriate in connection with the allocation of such newly issued ordinary shares.

Opinion of the Board of Directors: It was deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the allocation of not more than 30,000,000 additional ordinary shares to accommodate the stock dividend payment as detailed above.

Voting: This agenda must be approved with a vote of no less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and vote, excluding those who abstain from the vote counting base.

Agenda 7 To consider and approve the appointment of the auditors and the audit remuneration for the year 2023

Purpose and Reasons: According to Section 120 of the Public Limited Company Act and Article 49 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint an auditor and determine the audit fee of the Company annually and Section 121 of the above Act stipulates that the auditor must not be a director, officer, employee, or person holding any position in the Company. In addition, the Notification of the Capital Market Supervisory Board stipulates that listed companies rotate auditors in the event that any auditor has performed the duties of reviewing or auditing and expressing opinions on the Company's financial statements for 7 fiscal years, whether consecutively or not, a new auditor can be appointed from the same auditing firm as the previous auditor. However, the Company will be able to re-appoint an auditor who has retired from the rotation of the auditor after at least 5 consecutive fiscal years from the date of retirement. The Company, therefore, proposed to consider appointing PricewaterhouseCoopers ABAS Company, Limited as the Company's auditor for 2023 with the list of auditors as follows:

- | | |
|------------------------------------|--|
| 1. Miss Sukhumaporn Wong-ariyaporn | Certified Public Accountant Registration No. 4843 or |
| 2. Miss Varaporn Vorathitikul | Certified Public Accountant Registration No. 4474 or |
| 3. Mr. Vichien Khingmontri | Certified Public Accountant Registration No. 3977 |

In addition, it is required to assign any person to audit and express opinions on the Company's financial statements in the event that the aforementioned certified auditors are unable to perform their duties, PricewaterhouseCoopers ABAS, Ltd. shall provide other certified auditors of PricewaterhouseCoopers ABAS Ltd. to perform the duty on their behalf.

The above certified auditors are auditors approved by the Office of the Securities and Exchange Commission (SEC) and have no relationship and/or conflict of interest with the Company's executives, major shareholders or persons related to such persons in any way, and is not a shareholder of the Company. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements. Information about the auditor's profile has been sent to the shareholders along with this invitation letter according to the details appearing in Enclosure 4.

For the proposed auditor's remuneration for 2023 in the amount of 2,300,000 baht, excluding other related service fees that the Company will actually pay, details are as follows:

Details of audit fee	2023 (proposed year)	2022
Quarterly financial statement audit fee 215,000 baht per quarter	645,000 baht	600,000 baht
Audit fee for the year ended 31 December 2023	1,655,000 baht	1,500,000 baht
Total auditor's fee	2,300,000 baht	2,100,000 baht

Opinion of the Audit Committee: It was deemed appropriate to propose to the Board of Directors to propose to the Annual General Meeting of Shareholders to appoint PricewaterhouseCoopers ABAS, Limited as the Company's auditor for 2023, as they are independent, knowledgeable and experienced, reliable and have expertise in auditing companies listed on the Stock Exchange of Thailand. In addition, the audit fee rate is appropriate.

Opinion of the Board of Directors: It was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of auditors from PricewaterhouseCoopers ABAS, Limited as the Company's auditors for 2023 and consider approving the auditor's remuneration for 2023 in the amount of 2,300,000 baht as proposed.

Voting: This agenda must be approved by a majority vote of the shareholders attending and casting the votes at the meeting

Purpose and Reasons: According to Section 71 of the Public Limited Companies Act and Article 21 of the Company's Articles of Association, at every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts, the number of directors closest to one-third (1/3) shall retire. In this regard, the directors retiring in the first and second year after the registration of the Company shall be drawn up by lot to determine who shall retire and for the following years, the directors who have been in office the longest shall retire. Directors who vacate office may be re-elected to take office again. In this regard, at the Annual General Meeting of Shareholders for 2023, there are three directors who will be retired by rotation as follows:

Name	Position
1. Miss Natha Boonsongkroh	Director / Executive Director
2. Mr. Achira Boonsongkor	Director / Executive Director
3. Dr. Sittiphon Viboonthanakul	Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Member of the Risk Management Committee

In order to comply with the principles of good corporate governance of listed companies, the Company has informed shareholders to nominate people to be considered for selection as directors for the 2023 Annual General Meeting of Shareholders. The news was announced through the system of the Stock Exchange of Thailand (SETLink) and the Company's website, <http://www.moshimoshi.co.th/> Investor Relations, from December 23, 2022 - January 24, 2023. There was no shareholder nominating any person to be considered for election as a director. In this regard, the information of those nominated as directors to replace those who retired by rotation have been sent to the shareholders together with this meeting invitation, *details appear in Enclosure 5.*

Opinion of the Nomination and Remuneration Committee: The qualifications of all three directors who have completed their terms have been considered, the Committee is of the opinion that all three of them have appropriate qualifications and are beneficial to the Company's operations as well as having qualifications and are free of prohibited characteristics according to the law on public limited companies, the law on securities, including the announcement of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand. In addition, the persons nominated as independent directors and members of the Audit Committee are qualified according to relevant laws, therefore, it was approved to propose to the Board of Directors' Meeting to propose to the Annual General Meeting of Shareholders to consider re-appointing the retired directors for another term.

Opinion of the Board of Directors: The Board of Directors excluding directors who have a conflict of interest has carefully and prudently considered and deemed it appropriate to propose to the Annual General Meeting

of Shareholders to consider and approve the re-appointment of all 3 directors who retired by rotation for another term as proposed.

Voting: This agenda must be approved by a majority vote of the shareholders attending and casting the votes at the meeting

Agenda 9 To consider and approve the director's remuneration and sub-committee for the year 2023

Purpose and Reasons: To comply with Section 90 of the Public Limited Companies Act, which stipulates that the Company shall not pay any money or any other property to the directors, except as remuneration according to the Articles of Association of the Company, as well as to comply with Article 26 of the Company's Articles of Association states that directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits as considered and approved by the General Meeting of Shareholders where the directors' remuneration may be determined in a fixed amount or set up as a specific rule and will be determined from time to time or will be effective until the shareholders' meeting resolves to change otherwise. In addition, company directors are entitled to allowances and other welfare according to the Company's regulations.

Opinion of the Nomination and Remuneration Committee: Consider the remuneration of company directors and sub-committees by considering the appropriateness in terms of type, size, and relation to the Company's operating results, which is consistent with the general conditions of the market and the same industry, including the experience, obligations, and scope of responsibilities of the directors. Therefore, it is deemed appropriate to propose to the Board of Directors to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration of the Company's directors and sub-committees for 2023 with the following details:

Committees	Position	2023 (proposed year)		2022	
		Monthly remuneration	Meeting Allowance	Monthly remuneration	Meeting Allowance
Board of Directors	Chairperson	Baht 40,000	Baht 40,000	Baht 40,000	Baht 40,000
	Director	Baht 20,000	Baht 30,000	Baht 20,000	Baht 30,000
Audit Committee	Chairperson	-	Baht 30,000	-	Baht 30,000
	Director	-	Baht 20,000	-	Baht 20,000
Risk Management Committee	Chairperson	-	Baht 20,000	-	Baht 20,000
	Director	-	Baht 10,000	-	Baht 10,000
Nomination and Remuneration Committee	Chairperson	-	Baht 20,000	-	Baht 20,000
	Director	-	Baht 10,000	-	Baht 10,000

Remarks : Directors' remuneration is paid only to non-executive directors.

Opinion of the Board of Directors: It was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration of directors and sub-committees at the same rate as



approved by the Annual General Meeting of Shareholders for 2022 according to the opinion of the Nomination and Remuneration Committee with details as proposed.

Voting: This agenda must be approved with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders who attend the meeting and vote, excluding those who abstain from the counting base.

Agenda 10 Other matters to consider (if any)

Facts and Reasons: In order to comply with Section 105 of the Public Limited Companies Act, which requires that shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may ask the meeting to consider other matters aside from that specified in the meeting invitation. In addition, this agenda is set for the shareholders to ask questions and/or give their opinions to the Board of Directors (if any) and/or for the Board of Directors to clarify and answer the questions of the shareholders.

Opinion of the Board of Directors: It was deemed appropriate to include this agenda in order to provide an opportunity for shareholders who wish to propose to the General Meeting of Shareholders to consider other matters other than those specified by the Board of Directors in this meeting and for shareholders to ask questions (if any) and/or the Board of Directors to answer questions or provide clarifications to shareholders.

The Company would like to inform you that the shareholders who are entitled to attend and vote at the 2023 Annual General Meeting of Shareholders must be shareholders whose names appear in the Company's shareholder register on March 14, 2023, which is the record date for determining the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders.

For shareholders who wish to attend the meeting in person via electronic means or assign any person who is not an independent director of the Company to attend the meeting via electronic means as a proxy, please study the procedures for attending the meeting via electronic media according to the details appearing in Enclosure 12. The Company will open the registration system for the submission of requests from April 17, 2023, until the meeting is completed on April 25, 2023.

For the case of proxy, the company has attached a Proxy Form A. (general form), Proxy Form B. (a form specifying various items of proxy clearly and in detail) and Proxy Form C. (Form used only in case the shareholder is a foreign investor and has appointed a custodian in Thailand to be a share depository and custodian) according to the details appearing in Enclosure 8. The shareholders may choose to use only one proxy form as specified.

For the case where the shareholders wish to appoint independent directors of the Company as their proxies, namely Dr. Waraphat Todhanakasem or Assoc. Prof. Dr. Somchai Supattarakul, to attend the meeting and vote on behalf of the shareholders, please study the information on independent directors who are proxies and the definition of independent directors attached to this meeting invitation according to the details appearing in Enclosure 6 and 7. Please also study the procedure for attending the meeting via electronic



means in case of proxy, details appear in Enclosure 10. In this regard, your cooperation is requested in submitting a proxy form to the Company in advance by April 21, 2023, at the address below:

Company Secretary

Moshi Moshi Retail Corporation Public Company, Limited

No. 26/18 Moo 10, Ekachai Road, Soi Ekachai 16,

Bang Khun Thian Sub-district, Jomthong District

Bangkok 10150

In addition, in order to comply with the laws related to the protection of personal data, the Company wishes to inform you that the Company only uses a copy of the identification card as evidence for the identification of the shareholder in appointing a proxy to attend the shareholders' meeting of the Company. The Company will not collect, use or disclose sensitive personal data appearing on ID cards such as religious and/or blood type information and will destroy the copy of the said ID card after verifying such information has been completed.

Yours Respectfully

Moshi Moshi Retail Corporation Public Company, Limited

(Dr. Warapat Todhanakasem)

Chairman



Enclosed no. 1

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

Moshi Moshi Retail Corporation Public Company Limited

Meeting date, time and location

The Extraordinary General Meeting of Shareholders No. 1/2022 of Moshi Moshi Retail Corporation Public Company Limited ("the Company"), held on July 10, 2022, at 10:00 a.m. at No. 34 Moo 4, Om Yai Subdistrict, Sampran District, Nakhon Pathom Province.

Meeting Begins

Since Dr. Warapatr Todhanakasem, Chairman of the Board, was unable to preside over the meeting and there was no Vice Chairman who would be able to act on his behalf, the shareholders' meeting considered and elected Mr. Sa-nga Boonsongkor, who is one of the Company's shareholders, to act as the chairman of the meeting (the "Chairman"). The Chairman informed the meeting that there were 11 shareholders attending the meeting, 10 attending in person and 1 proxy. The total number of shares counted were 225,000,000 shares or 100% of the total number of issued shares of the Company which constitutes a quorum in accordance with Section 103 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments) ("Public Companies Act") and Article 40 of the Company's Articles of Association, which stipulates that there must be at least 25 shareholders and proxies attending the meeting or not less than half of the total number of shareholders who must hold shares in aggregate not less than one-third of the total number of sellable shares of the Company. Then the Chairman opened the meeting and started the meeting according to the agenda as follows:

Agenda 1 Consideration and approval of the interim dividend payment by stock dividends and cash.

The Chairman informed the meeting that according to Section 115 of the Public Companies Act and Article 52 of the Company's Articles of Association, dividends shall not be paid from other types of money other than profits. In the event that the Company still has an accumulated loss, it is prohibited to pay dividends. Since the Company has retained earnings according to the Company's financial statements for the fiscal year ended March 31, 2022, equal to 757,112,898 baht, it was deemed appropriate to propose to the meeting to approve the interim dividend payment by paying the stock dividends to the Company's shareholders at the ratio of 15 existing ordinary shares to 1 stock dividend. This represents the total number of stock dividends not exceeding 15,000,000 shares with a par value of 1 baht per share, total not exceeding 15,000,000 baht or equivalent to the dividend payment rate of 0.0666666667 baht per share. In addition, cash dividends are paid to shareholders in the ratio of 0.0074074074 baht per share or the total amount of dividends not exceeding 1,666,666.60 baht. The total dividend payment (both



shares and cash) is 0.0740740741 per share or total amount not exceeding 16,666,666.60 baht. In the event that there is a fraction of shares from the stock dividend allocation, the Company will pay in cash at the rate of 0.0666666667 baht per share instead.

The Company will pay interim dividends by paying dividends in the form of ordinary shares and cash to shareholders whose names are listed in the Company's register book as of July 1, 2022, by paying dividends in the form of ordinary shares and cash to shareholders on July 12, 2022.

In addition, according to Article 54 of the Company's Articles of Association and Article 116 of the Public Companies Act, the Company must allocate part of its annual net profit as a reserve fund of not less than 5% of its annual net profit less the accumulated loss carried forward (if any) until the reserve fund is not less than 10% of the registered capital of the Company. Therefore, it was deemed appropriate to propose the meeting to consider approving the allocation of net profit amounting to 6,563,339 baht, representing 5% of the Company's net profit in the latest year, as the Company's reserve fund.

The Chairman then proposed the meeting to consider approving the interim dividend payment in the form of ordinary shares and cash dividends, and the allocation of net profits as the reserve fund of the Company, with the details as proposed above.

Resolution of the meeting After due consideration, the meeting resolved to approve the interim dividend payment in the form of ordinary shares and cash dividends and the allocation of net profit in the amount of 6,563,339 baht as the Company's reserve fund as proposed by a majority vote of the total number of votes of the shareholders who attended the meeting and voted. The details are as follows:

Agree	225,000,000	100.00
Disagree	-	-
Abstain	-	-
Total	225,000,000	100.00

Agenda 2 Consider and approve the increase of the Company's registered capital

The Chairman informed the meeting that since the Company intends to offer its shares to the public for the first time (Initial Public Offering: IPO) and to list the Company's ordinary shares as listed securities on the Stock Exchange of Thailand ("SET") as well as paying dividends in the form of ordinary shares as detailed in Agenda 1 above; therefore, in order for the Company to be fully qualified for listing on the Stock Exchange of Thailand and able to perform any of the above-mentioned activities, it was deemed appropriate to propose that the meeting consider and approve the increase of the Company's registered



capital by another 75,000,000 baht from the existing registered capital of 225,000,000 baht, making the registered capital equal to 300,000,000 baht. This can be achieved by issuing 75,000,000 new ordinary shares with a par value of 1 baht per share.

Resolution of the meeting After consideration, the meeting resolved to approve the increase of the Company's registered capital as proposed with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. The details are as follows:

Agree	225,000,000	100.00
Disagree	-	-
Abstain	-	-
Total	225,000,000	100.00

Agenda 3 Consider approving the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

The Chairman informed the meeting that in order to be in line with the increase of the Company's registered capital as detailed in Agenda 2 above, it was deemed appropriate to propose that the meeting approve the amendment to Clause 4. of the Company's Memorandum of Association by using the following statement instead.

"Clause 4. Registered capital 300,000,000 baht (three hundred million baht)
amount
Divided into 300,000,000 shares (three hundred million shares)
Par value per 1 baht (one baht)
share
divided into
Ordinary shares 300,000,000 shares (three hundred million shares)
Preferred shares - share (-)"

In this regard, the person assigned by the authorized director shall register the amendment of the Company's memorandum of association with the Department of Business Development and have the power to amend the wording to comply with the registrar's order.



Resolution of the meeting The meeting resolved to approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as proposed with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. The details are as follows:

Agree	225,000,000	100.00
Disagree	-	-
Abstain	-	-
Total	225,000,000	100.00

Agenda 4 Consider and approve the allocation of newly issued ordinary shares of the Company for the stock dividend payment

The Chairman proposed the meeting to consider approving the allocation of not more than 15,000,000 newly issued ordinary shares of the Company with a par value of 1 baht per share for interim dividend payment by paying the stock dividends to the Company's shareholders at the ratio of 15 existing ordinary shares to 1 stock dividend. The Company will pay interim dividends by paying dividends in the form of ordinary shares to shareholders whose names are listed in the Company's register book on July 1, 2022. The Company will pay dividends in the form of ordinary shares and Cash dividend payments to shareholders on July 12, 2022

In this regard, the authorized director or the Chief Executive Officer or the person assigned by the authorized director, or the Chief Executive Officer has the power to determine other details related to the allocation of the newly issued ordinary shares. This includes, but is not limited to: (1) signing the application documents and evidence necessary and relevant to the allocation of the newly issued ordinary shares including contacting and submitting an application for approval of such documents and evidence to relevant government agencies or agencies, and (2) take any other action necessary and appropriate in connection with the allocation of the newly issued ordinary shares.

The Chairman proposed the meeting to consider and approve the allocation of not more than 15,000,000 newly issued ordinary shares of the Company with a par value of 1 baht per share for interim dividend payment by paying in the form of ordinary shares to the shareholders of the Company. In addition, the Chairman proposed the meeting to consider and approve the assignment of the authorized director or the Chief Executive Officer or the person assigned by the authorized director or the Chief Executive Officer to determine other details related to the allocation of the newly issued ordinary shares according to the details presented above.



Resolution of the meeting The meeting considered and resolved to approve the allocation of not more than 15,000,000 newly issued ordinary shares of the Company with a par value of 1 baht per share for interim dividend payment by paying in the form of ordinary shares to the shareholders of the Company. The meeting also resolved to approve the authorization of the authorized director or the Chief Executive Officer or the person assigned by the authorized director or the Chief Executive Officer to determine other details related to the allocation of newly issued ordinary shares as proposed with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes. The details are as follows:

Agree	225,000,000	100.00
Disagree	-	-
Abstain	-	-
Total	225,000,000	100.00

Agenda 5 Consider and approve the allocation of newly issued ordinary shares of the Company for the issuance and initial public offering of ordinary shares

The Chairman proposed the meeting to consider approving the allocation of newly issued ordinary shares of the Company for the issuance and initial public offering of not more than 60,000,000 shares with a par value of 1 baht per share for the first offering to the public, including institutional investors, retail investors, directors, executives, related persons, employees, and/or patrons of the Company as the Board of Directors deems appropriate, and the offering will be done for all at the same time. In this regard, the Company will proceed in accordance with the announcements of the Stock Exchange of Thailand, the Securities and Exchange Commission (“SEC”), the Capital Market Supervisory Board, and other related agencies.

The authorized director or the Chief Executive Officer or the person assigned by the authorized director, or the Chief Executive Officer shall have the power to determine other details related to the allocation of the newly issued ordinary shares, including but not limited to:

1. Offer and/or allocate the newly issued ordinary shares of the Company to the public including but not limited to institutional investors, retail investors, directors, executives, related persons, employees, and patrons of the Company as the person deems appropriate, whether in whole or in part. The newly issued shares may be offered for sale in one time in full amount or in divided amounts for sale from time to time in accordance with the rules on reservation, distribution, and allocation of newly issued shares according to the Notification of the Capital Market Supervisory Board and other relevant regulations.



2. Determine and/or change details or conditions related to the offering or sale of the Company's newly issued ordinary shares, such as changing the price range in the securities demand survey (Bookbuild), the final offering structure, offering method, proportion of offers, offering and subscription period, offering price, payment of shares, allocation method, allocation process, allotment of remaining shares from subscription as well as any other necessary or relevant actions regarding the issuance and offering of such newly issued ordinary shares. This shall be in accordance with the rules on reservation, distribution, and allocation of newly issued securities according to the Notification of the Capital Market Supervisory Board, which includes the announcement of the Capital Market Supervisory Board No. TorJor. 40/2557 RE: the sale of newly issued shares in the category of shares and warrants to purchase shares of the Company issuing equity instruments (and its amendments).
3. Appoint an underwriter, custodian or caretaker of securities or assets, and/or other relevant advisors, and/or other relevant persons.
4. Contact, negotiate, enter into, revise, change, sign contracts, commitments, authorization letters, certify, waivers, request for permission, provide information, and submit documents and evidence to the SEC Office and/or any other organization or agencies as well as other service providers involved in the issuance and offering of newly issued ordinary shares. This is to successfully list the newly issued ordinary shares of the Company on the SET.
5. Take any action necessary or relevant to complete the offering of newly issued ordinary shares.

The Chairman proposed the meeting to consider approving the allocation of not more than 60,000,000 newly issued ordinary shares of the Company with a par value of 1 baht per share for the issuance and initial public offering of ordinary shares and the assignment of the authorized director or the Chief Executive Officer or the person assigned by the authorized director or the Chief Executive Officer to determine other details related to the allocation of the newly issued ordinary shares according to the details presented above.

Resolution of the meeting The meeting considered and resolved to approve the allocation of not more than 60,000,000 newly issued ordinary shares of the Company at the par value of 1 baht per share for the issuance and initial public offering of ordinary shares as well as approving the authorized director or the Chief Executive Officer or the person assigned by the authorized director or the Chief Executive Officer to have the authority to determine other details related to the allocation of newly issued ordinary shares as proposed. The details are as follows:



Agree	225,000,000	100.00
Disagree	-	-
Abstain	-	-
Total	225,000,000	100.00

Agenda 6 **Consideration of other matters (if any)**

- None –

As no shareholders proposed any other matters for the meeting to consider, the Chairman declared the meeting adjourned at 12:00 p.m.

Yours Respectfully

Moshi Moshi Retail Corporation Public Company Limited

(Mr. Sa-nga Boonsongkor)

Chair of the Meeting

Capital increase report form
Moshi Moshi Retail Corporation Public Company Limited
27th February 2023

We, Moshi Moshi Retail Corporation Public Company Limited ("the Company"), hereby report on the resolution of the Board of Directors' Meeting No. 1/2023, held on 27th February 2023, relating to a capital increase and share allotment as follows:

1. Capital increase:

The Board Meeting passed a resolution approving to propose to the Annual General Meeting Shareholders to approve the increase of the Company's registered capital by THB 30,000,000 from the current registered capital of THB 300,000,000 to THB 330,000,000, by issuing new ordinary shares 30,000,000 with a par value of baht 1 each, to reserve for stock dividend payment. Detailed are as followed.

Type of Capital Increase	Type of shares	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary Shares	30,000,000	1	30,000,000

2. Allocation of new shares:

2.1 Specific purpose of utilizing the proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Allotted to the existing shareholders of the Company	30,000,000	10:1	-	After the 2023 Annual General Meeting Shareholders	To reserve for stock dividend payment

2.2 Company action in case there is a fraction of the stock

In case there is a fraction of the stock dividend, it will be paid by cash payment in the amount of 0.10 baht per share.

3 Schedule for a shareholders' meeting to approve the capital increase/allocation of newly issued shares:

The 2023 AGM is scheduled to be held on 25th April 2023 at 10 a.m., in the form of an electronic meeting (E-Meeting) according to the rules as stipulated in the laws.

☒ The Record Date for specifying the list of shareholders who have the right to attend the meeting will be 14 March 2023

- 4 **Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)**
 - 4.1 The Company' will register the capital increase, amendment of the Memorandum of Association ("MOA") and the paid-up capital with Department of Business Development ("DBD"), the Ministry of Commerce ("MOC") within 14 days after the date of resolution shareholders meeting has approved the capital increase.
 - 4.2 The Company must apply for permission from SET to consider listing newly issued ordinary shares from dividend payment as listed securities on The Stock Exchange of Thailand.
- 5 **Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

To allocate stock dividends to existing shareholders for compensations of investment to shareholders.
- 6 **Benefits which the Company will receive from the capital increase and allocation of newly issued shares**
 - 6.2 To increase the share liquidity of the Company
 - 6.3 To maintain the working capital of the Company
- 7 **Benefits which shareholders will receive from the capital increase/share allotment:**
 - 7.2 Dividends policy

The Company has the policy to pay a dividend at the rate of not less than 40.0% of the net profit from the Company's separate financial statements after deducting corporate income tax and all types of reserves as stipulated in the laws and articles of association of the Company. Such dividend payment take into account factors such as economic conditions, performance, and the financial position of the Company; cash flow; working capital; an investment plan; business expansion; liabilities; and other suitability that will be carefully considered by the Board of Directors. This stock dividend payment will directly benefit the shareholders with no impact on the company's cash flow and its normal operation.
 - 7.3 Rights of Shareholders

Shareholders who are entitled to the stock dividend allocation will be entitled to receive dividends of the Company in the future. It will start from when the newly issued ordinary shares are allocated and are registered as a shareholder of the Company.
- 8 **Other details necessary for shareholders to approve the capital increase/share allotment:**

- None -

- 9 Schedule of action if the Board of Directors passes a resolution approving the capital increase /allocation of newly issued shares:

No.	Procedures of the capital increase	Date/Month/Year
1	The date of the Board of Directors' Meeting no. 1/2023	27 th February 2023
2	Record date to specify the name list of shareholders who are eligible to attend the 2023 AGM	14 th March 2023
3	The date of AGM 2023	25 th April 2023
4	Registration of increase of registered capital and the amendment of memorandum of with the DBD	Within 14 days from the date of approval by the shareholders meeting
5	Record date to specify the name list of Shareholders who are eligible to receive dividend.	3 rd May 2023
6	Dividend payment date	23 rd May 2023
7	Registration of paid-up capital with the DBD	Within 14 days from the date of dividend payment

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Sincerely yours,

Moshi Moshi Retail Corporation Public Company Limited

.....
(Mr. Sanga Boonsongkor)

Authorized Director

.....
(Miss Monthana Asavametha)

Authorized Director

General Information

Name-surname:	Miss Sukhumaporn Wong-ariyaporn
Age:	54 years
Nationality:	Thai
Workplace:	PricewaterhouseCoopers ABAS Ltd. (PwC)
Period of Employment:	30 years
Position:	Partner



Education Qualification

- EMBA - Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Advance diploma in Auditing, Thammasart University
- Bachelor Degree in Accounting (First Class Honours), Kasetsart University

Membership in Professional Organisations

- Member of Federation of Accounting Professions
- Certified Public Accountant (Thailand)
- Auditor approved by the office of Securities and Exchange Commission (SEC)

Work experience

Sukhumaporn is a partner in the Assurance practice of PricewaterhouseCoopers (PwC), Thailand. She has 30 years' experience in auditing practices with PwC Thailand including two-year secondment working at PwC UK and a seven-month working at PwC Hongkong. She also provides technical consultation on Thai Financial Reporting Standards and International Financial Reporting Standards (IFRS).

Sukhumaporn has an intensive experience in auditing in a number of industries including logistic, manufacturing, and trading. At the PwC Thailand, she is responsible for accounting advice and auditing services both international and local clients including listed companies in the Stock Exchange of Thailand.

Profile of Auditors

General Information

Name-surname:	Miss Varaporn Vorathitikul
Age:	54 years
Nationality:	Thai
Workplace:	PricewaterhouseCoopers ABAS Ltd. (PwC)
Period of Employment:	31 years
Position:	Partner



Education Qualification

- Master's degree in Business Administration, majoring finance and accounting, Michigan State University, USA.
- Graduate diploma in Auditing, Thammasat University
- Bachelor's degree in Accounting, Thammasat University

Membership in Professional Organisations

- Member of Federation of Accounting Professions.
- Certified Public Accountant (Thailand)
- Auditor approved by the office of Securities and Exchange Commission (SEC)

Work experience

Varaporn is a partner in the Assurance practice of PricewaterhouseCoopers (PwC), Thailand. She has been with the firm for over 31 years, including almost three years with PwC Detroit, Michigan, the United States. She is a client service partner specialized in manufacturing, automotive, trading, service, oil and gas, and telecommunication industries - especially subsidiaries of the US Company. She is also the auditor of a number of listed companies in the Stock Exchange of Thailand.

Profile of Auditors

General Information

Name-surname:	Mr. Vichien Khingmontri
Age:	58 years
Nationality:	Thai
Workplace:	PricewaterhouseCoopers ABAS Ltd. (PwC)
Period of Employment:	35 years
Position:	Partner



Education Qualification

- Bachelor's degree in Accounting, Chulalongkorn University

Membership in Professional Organizations


- Member of the Federation of Accounting Professions
- Certified Public Accountant (Thailand)
- Auditor approved by the office of Securities and Exchange Commission (SEC)
- Member of IOD with Directors Certification Program (DCP) 61

Work experience

Vichien is a partner in the Assurance practice of the firm. He has 35 years of experience in auditing practice. He is currently responsible for audit of Thai companies and subsidiaries of international companies primarily US and European operating in Thailand for various industries such as manufacturing and services including listed companies in the Stock Exchange of Thailand.

Biographies and relevant information of Directors to Appointment of New Directors

1) Name - Surname	Miss Natha Boonsongkroh (38 years)	
Director Type	Executive Director	
Position	Director / Member of the Executive Committee	
Directorship	24 January 2022	
Years as director	1 year 3 months	
Shareholding of the Company	7.6%	
Education	- Bachelor of Commerce and Accountancy (Major Accounting), Thammasat University	
Training	Directors Accreditation Program (DAP 181/2021) Thai Institute of Directors (IOD)	
Position in other of the Listed Company	- None -	
Position in other of the Non-Listed Company	2013 - Present Director, Rainbow Embrowdery Company Limited 2006 - Present Director, E Heng Huat Company Limited	
Position in other Organization that may cause any conflict of interests to the Company	- None -	
Meeting Attendance in 2022	<ul style="list-style-type: none">■ Boards of Director' Meeting 11 out of 11 meetings (100%)■ Executive Committee' Meeting 9 out of 9 meetings (100%)■ Shareholders' Meeting 1 out of 1 meeting (100%)	
Legal dispute during the past 10 years	- None -	
Proposed Position	Director	
Family relation with other Executive	She is Ms. Monthana Asavametha' daughter.	
Qualifications of Director	<ul style="list-style-type: none">- Must not have process any characteristics as prohibited by the applicable laws and regulations- The Board of Directors have carefully considered and opined of the Company and she does not take any position in other organization that compete to the Company. In addition , she has an expertise in Accountancy Marketing and Risk Management.	

2) Name - Surname	Mr. Achira Boonsongkor (31 years)	
Director Type	Executive Director	
Position	Director / Member of the Executive Committee	
Directorship	1 July 2017	
Years as director	5 years 8 months	
Shareholding of the Company	7.6%	
Education	- Bachelor of Economics (BE), Thammasat University	
Training	Directors Accreditation Program (DAP 181/2021) Thai Institute of Directors (IOD)	
Position in other of the Listed Company	- None -	
Position in other of the Non-Listed Company	2016 Manager of Marketing Department Gift Land Company Limited	
Position in other Organization that may cause any conflict of interests to the Company	- None -	
Meeting Attendance in 2022	<ul style="list-style-type: none"> ■ Boards of Director' Meeting 11 out of 11 meetings (100%) ■ Executive Committee' Meeting 9 out of 9 meetings (100%) ■ Shareholders' Meeting 1 out of 1 meeting (100%) 	
Legal dispute during the past 10 years	- None -	
Proposed Position	Director	
Family relation with other Executive	He is Mr.Sanga Boonsongkor' son.	
Qualifications of Director	<ul style="list-style-type: none"> - Must not have process any characteristics as prohibited by the applicable laws and regulations - The Board of Directors has carefully considered and opined of the Company and she does not take any position in other organization that compete to the Company. In addition , he has an expertise in Marketing and Risk Management. 	

3) Name - Surname Dr.Sittiphol Viboonthanakul (41 years)

Director Type Independent Director

Position Independent Director / Member of the Audit Committee /
Chairman of the Nomination and Remuneration Committee /
Member of the Risk Management Committee

Directorship 24 January 2022

Years as director 1 year 3 months

Shareholding of the Company - None -

Education - PH.D. Economics , University of York, UK
- MSC Economics and Social Policy Analysis , University of York , UK
- BA Economics (1st Class Honor) , Thammasat University

Training Directors Accreditation Program (DAP 191/2022)
Thai Institute of Directors (IOD)

Position in other of the Listed Company - None -

Position in other of the Listed Company



2022 - Present Board of Advisor, The Guideline on Thailand's Industrial Collaboration and Development
Programmed (ICDP) of Government Procurement, National Science and Technology
Development Agency

2021 - Present Vice Chairman of the Sub committee on Regulatory Guillotine Revision, Committee on
Economic Development, House of Representatives

2020 - Present Chairman, Tanboon Foundation

2019 - Present Associate Judge, Central Intellectual Property and International Trade Court

2018 - Present Economic Advisor, News Department, Bangkok Broadcasting & T.V. Co.,Ltd.

Position in other Organization that may cause any conflict of interests to the Company - None -

Meeting Attendance in 2022

- Boards of Director' Meeting 11 out of 11 meetings (100%)
- Audit Committee' Meeting 6 out of 6 meetings (100%)
- Nomination and Remuneration Committee' Meeting
2 out of 2 meetings (100%)
- Risk Management Committee' Meeting 2 out of 2 meetings (100%)
- Shareholders' Meeting 1 out of 1 meetings (100%)

Legal dispute during the past 10 years - None -

Proposed Position Independent Director

Family relation with other Executive - None -

Qualifications of Director

- Must not have process any characteristics as prohibited by the applicable laws and regulations.
- The Board of Directors has carefully considered and opined of the Company and she does not take any position in other organization that compete to the Company. In addition, he has an expertise in Strategic Planning and Risk Management.

Additional Qualifications of Nominated Independent Director The Board of Directors has carefully considered that he can express his opinions independently and prescribe by the relevant regulations.

Relationship of the Candidate for Independent Director

Relationship	Yes	No
1. Holds more than 1% of all shares with voting rights of the Company.		✓
2. Being a director who takes part in managing day-to-day operation, an employee or advisor who receives salary.		✓
3. Has connection by blood or legal registration as another director, executive, major shareholder or entity with controlling authority over the Company		✓
4. Being a professional service provider (i.e auditor lawyer or Financial Advisory)		✓
5. Being a director who is appointed to be a nominee of a Director of the Company, a major shareholder or a shareholder who is related to a major shareholder		✓
6. Engage in a business of the same nature as and which is significantly competitive to that of the Company.		✓

Definition of Independent director Proposed by the Company to Act as Proxies



1) Name - Surname	Dr. Warapatr Todhanakasem, (74 years)
Address	59/29 Prinsiri Privacy village Soi Yothin Phatthana 3 Pradit Manutham Road, Bangkapi Sub-District, Bangkapi District, Bangkok 10240
Position	Chairman of the Board of Directors, Independent Director
Directorship	24 January 2022
Years as director	1 year 3 months
Shareholding of the Company	- None -
Education	- Honorary Doctorate in Business Administration, National Institute of Development Administration (NIDA) - Ph.D. in Business Economics, University of Illinois Urbana-Champaign, U.S.A - M.S. in Economics, University of Illinois Urbana-Champaign, U.S.A - Master's Degree in Business Administration, Kellogg School of Management, Northwestern University, Evanston, Illinois, U.S.A - B.Econ. 1st Class Honor, Thammasat University, Bangkok, Thailand - LL.B. Thammasat University, Bangkok, Thailand
Training	Directors Certification Program (DCP) 0/2000 (Train the Trainers) The Executive Director Course (EDC) 1/2012 Thai Institutes of Directors (IOD)
Working Experience	<ul style="list-style-type: none"> ● Listed Company <ul style="list-style-type: none"> 2022 - Present Chairman of the Board of directors and Independent Director, Moshi Moshi Retail Corporation Public Company Limited 2009 - Present Chairman of the Board of directors and Independent Director, Prinsiri Public Company Limited 2012 - Present Director, True Corporation Public Company Limited 2012 - Present Director, AMATA VN Public Company Limited 2010 – Present Independent Director and Member of the Audit Committee, Khon Kaen Sugar Industry Public Company Limited 2020 - Present Independent Director and Member of the Audit Committee, Standard Chartered Bank (THAI) Public Company Limited ● Non-Listed Company <ul style="list-style-type: none"> 2010 - Present Chairman of the Board of directors, Pantavanij Company Limited 2012 - Present President, Institute of Research and Development for Public Enterprises (IRDP)
- Legal dispute during the past 10 years	- None -
- Having relationship as a relative of the management	- None -
- Special Interest to the agendas which different other directors	- None -
- Having interests in the Company, parent company, subsidiaries, affiliates, or other legal entities which may have conflicts at present or in the past 2 years	- None -
- Being a director who takes part in managing day-to-day operation, an employee or advisor who receives salary.	- None -
- Being a professional service provider (i.e auditor or lawyer)	- None -
- Having a significant business relation which may affect the ability to independently perform a duty	- None -

2) Name - Surname	Assoc. Prof. Dr. Somchai Supattarakul (56 years)	
Address	15 Seri Thai Khlong Chan Sub-District, Bangkapi District, Bangkok 10240	
Position	Independent Director Chairman of Audit Committee	
Directorship	24 January 2022	
Years as director	1 year 3 months	
Shareholding of the company	- None -	
Education	<div>- Ph.D. in Accounting, The University of Texas at Austin, USA</div> <div>- Master in Professional Accounting, The University of Texas at Austin, USA</div> <div>- Master of Business Administration (Finance), Thammasat University</div> <div>- Bachelor of Accounting, Thammasat University</div>	
Training	<div>Directors Accreditation Program (DAP) 96/2012</div> <div>Thai Institutes of Directors (IOD)</div>	
Working Experience	<div><div>● Listed Company</div><div><div>2022- Present</div><div>Independent Director Chairman of the Audit Committee, Moshi Moshi Retail Corporation Public Company Limited</div></div><div><div>2022 - Present</div><div>Independent Director Member of the Audit Committee, Tipco Foods Public Company Limited</div></div><div><div>2010 - 2021</div><div>Independent Director Member of the Audit Committee, Chairman of the Risk Management Committee Member of the Nomination and Remuneration Committee , Noble Development Public Company Limited</div></div></div> <div><div>● Non-Listed Company</div><div><div>2022 - Present</div><div>Dean, Thammasat Business School, Thammasat University</div></div><div><div>2021 - Present</div><div>Vice Rector for Finance, Thammasat University</div></div><div><div>1993 - Present</div><div>Full-time Faculty Member , Thammasat University</div></div><div><div>2019 - 2021</div><div>Independent Director / Chairman of the Audit Committee , C.A.S. Holding Group Company Limited</div></div><div><div>2017 - 2022</div><div>Chairman of Thai Accounting Standards Board, Federation of Accounting Professions</div></div></div>	
- Legal dispute during the past 10 years		- None -
- Having relationship as a relative of the management		- None -
- Special Interest to the agendas which different other directors		- None -
- Having interests in the Company, parent company, subsidiaries, affiliates, or other legal entities which may have conflicts at present or in the past 2 years		- None -
- Being a director who takes part in managing day-to-day operation, an employee or advisor who receives salary.		- None -
- Being a professional service provider (i.e auditor or lawyer)		- None -
- Having a significant business relation which may affect the ability to independently perform a duty		- None -



Definition of Independent Director

Independent Director is qualified individual and possesses an independency according to the Company's Corporate Governance Policy established by the Board, and the criteria established by the Stock Exchange of Thailand, which have been defined equally restrictively to the criteria established by the Stock Exchange of Thailand. An Independent Director must:

1. Holding shares not exceeding 1% of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, or controlling person; including the shares held by related persons of the independent director.
2. Neither be nor having been an director (having management role), employee, officer, advisor (obtaining a regular salary), or controlling person of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
3. Not be a person related by blood or registration under laws of executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary.
4. Neither be nor having been business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person in any manner that may interfere with his/her independent judgment; and not be nor have been a substantial shareholder or controlling person in its parent company, subsidiaries, affiliates, major shareholder, or controlling persons; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
5. Neither be nor having been an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons which may have any conflict of interest; and not having been a substantial shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person of the Company; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
6. Neither be nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons; and not having been a substantial shareholder, controlling person, or partner of the professional advisor; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
7. Not be nor have been an appointed director as representative of the Company's director, major shareholder, or any shareholder who are related to the Company's major shareholder.

8. Not conduct any business as same nature nor be significant competition to the Company's or its subsidiaries; nor being substantial partner, director (having management role), employee, officer, advisor (obtaining a regular salary), or shareholder with more than 1 percent shareholding of the voting shares in any company conducting same business or be significant competition to the Company's or its subsidiaries.
9. Not have any other manners, which may render him/her incapable of expressing independent opinions with regard to the Company's business.

The Company may appoint a person who has a business relation or provides a professional service described in item No. 4 or 6 above if the Board carefully considers the business relationship of service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the independent director's responsibilities.

(Duty Stamp of Baht 20 is required)

Proxy (Form A)

Issued at.....

Date.....Month.....Year.....

1) I/WeNationality ofage.....years, resident at.....
 Road.....Sub-district.....District.....Province.....Postal code.....

2) Being a shareholder of Moshi Moshi Retail Corporation Public Company Limited.

holding the total amount ofshares and have the right to vote equal to.....vote as follows:

ordinary share of.....share having the right to vote equivalent to.....votes,

preferred share ofshare having the right to vote equivalent to.....votes.

3) I/We hereby appoint.....ageyears, residing at.....

Road.....Sub-district.....District.....

Province.....Postal code.....

Or ☐ Dr. Warapatr Todhanakasem, (74 years) 59/29 Prinsiri Privacy village Soi Yothin Phatthana 3 Pradit Manutham
 Road,Bangkapi Sub-District, Bangkapi District, Bangkok 10240

Or ☐ Assoc. Prof. Dr. Somchai Supattarakul (56 years) 15 Seri Thai Khlong Chan Sub-District, Bangkapi District, Bangkok
 10240

Any one as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Shareholders' Meeting
 for 2023 to be held on 25th of April 2023 at 10.00 A.M by electronic meeting or that will postpone date, time and other place.

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

Signature Grantor

(.....)

Signature..... Grantee

(.....)

- Remark**
1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and vote on its behalf and the votes of a shareholder may not be given to more than one proxy.
 2. Agenda of Re-election of Directors can be voted for all directors as proposed by Board of Directors or for particular directors.
 3. If the space in this proxy form is not sufficient, the proxy may use the Attachment to the Proxy Form B, enclosed herewith.

(Duty Stamp of Baht 20 is required)

Proxy (Form B)

Issued at.....

Date.....Month.....Year.....

(1) I/ We.....Nationality of.....
 Residing at.....Road.....Sub-district.....District.....
 Province.....Postal code.....

(2) Being a shareholder of Moshi Moshi Retail Corporation Public Company Limited,
 holding the total amount ofshares and have the right to vote equal to.....vote as follows:
 ordinary share of.....share having the right to vote equivalent to.....votes,
 preferred share ofshare having the right to vote equivalent to.....votes.

(3) I/ We Hereby appointage.....years, residing at.....
 Road.....Sub-district.....District.....Province.....Postal code.....

Or ☐ Dr. Warapatr Todhanakasem, (74 years) 59/29 Prinsiri Privacy village Soi Yothin Phatthana 3 Pradit Manutham
 Road,Bangkapi Sub-District, Bangkapi District, Bangkok 10240

Or ☐ Assoc. Prof. Dr. Somchai Supattarakul (56 years) 15 Seri Thai Khlong Chan Sub-District, Bangkapi District, Bangkok
 10240

Anyone as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Shareholders' Meeting
 for 2023 to be held on 25th of April 2023 at 10.00 A.M. by electronic meeting or that will postpone date, time and other place.

(4) I/we appoint my/our proxy to vote on behalf of my/our behalf in this Meeting as follows:

Agenda 1: To consider and certify the Minutes of Extraordinary General Meeting of Shareholders no. 1/2022.

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 2: To acknowledge the report of the Company's operating results for the year 2022.

(No voting for this agenda.)

Agenda 3: To consider and approve the financial statements for year ended 31 December 2022.

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 4: To consider and approve the allocation of net profit as legal reserve and the dividend payment for the year 2022.

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 5: To consider and approve the increase of registered capital of Baht 30,000,000 from the current registered capital of Baht 300,000,000 to be Baht 330,000,000 by issuing 30,000,000 ordinary shares at the par value of Baht 1 per share to reserve for stock dividend payment and the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of registered capital.

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 6: To consider and approve the allocation of newly issued ordinary shares in the amount of not exceeding 30,000,000 ordinary shares with the par value of Baht 1 to reserve for stock dividend payment.

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 7: To consider and approve the appointment of auditors and the audit remuneration for the year 2023.

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 8: To consider and approve the appointment of the Company's directors to replace those who retire by rotation.

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

To approve the re-election of the Directors as follows:

☐ Appointment Individual

1. Miss Natha Boonsongkroh Turn to the director another term

☐ Approve

☐ Disapprove

☐ Abstain

2. Mr. Achira Boonsongkor Turn to the director another term

☐ Approve

☐ Disapprove

☐ Abstain

3. Dr.Sittiphol Viboonthanakul Turn to the director another term

☐ Approve

☐ Disapprove

☐ Abstain

☐ Appointment all of Directors
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9: To consider and approve the directors' remuneration and sub-committee for the year 2023.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 10: To consider other matter (if any)

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) If there is any agenda considered in the Meeting other than those specified above, it shall be deemed that such vote is not correct and it is not the vote casted on my/our behalf.

(6) If I/we do not specify or clearly specify my/our intention to vote for any agenda, or if there is any agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

For any act performed by the proxy during the Meeting except in the case the proxy abstained as specified by me/us in this proxy, it shall be deemed as such acts had been done by me/us in all respects.

Signature Grantor

(.....)

Signature Grantee

(.....)

Remarks

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and vote on its behalf and the votes of a shareholder may not be given to more than one proxy.
2. Agenda of Re-election of Directors can be voted for all directors as proposed by Board of Directors or for particular directors.
3. If the space in this proxy form is not sufficient, the proxy may use the Attachment to the Proxy Form B, enclosed herewith.

The Attachment to the Proxy Form B

Proxy as the shareholder of Mena Public Company Limited.

The Annual General Shareholders' Meeting for 2023 to be held on 25th of April 2023 at 10.00 A.M by electronic meeting ,or at any adjournment there of.

Agenda.....: Re :.....

☐ (a) The proxy has the right to consider the matters and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda.....: Re:.....

☐ (a) The proxy has the right to consider the matters and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda.....: Re:.....

☐ (a) The proxy has the right to consider the matters and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve

☐ Disapprove

☐ Abstain

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

(Duty Stamp of Baht 20 is required)

Proxy (Form C)

Issued at.....

Date.....Month.....Year.....

(1) I, We.....Nationality of.....
 Residing at.....Road.....Sub-district.....District.....
 Province.....Postal code.....

As being the Custodian of.....

Being a shareholder of Moshi Moshi Retail Corporation Public Company Limited,

ordinary share of.....share having the right to vote equivalent to.....votes,

preferred share ofshare having the right to vote equivalent to.....votes.

(2) Hereby appoint..... age..... years, residing at.....Road.....
 Sub-district..... District.....Province.....Postal code.....

Or ☐ Dr. Warapatr Todhanakasem, (74 years) 59/29 Prinsiri Privacy village Soi Yothin Phatthana 3 Pradit Manutham
 Road,Bangkapi Sub-District, Bangkapi District, Bangkok 10240

Or ☐ Assoc. Prof. Dr. Somchai Supattarakul (56 years) 15 Seri Thai Khlong Chan Sub-District, Bangkapi District,
 Bangkok 10240

As only one of my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Shareholders'Meeting for 2023 to be held on 25th of April 2023 at 10.00 A.M, by electronic meeting or at any adjournment there of.

(3) I/we appoint my/our proxy to attend and vote on behalf of my/our behalf in this Meeting as follows:

☐ To grant the total amount of shares held and entitled to vote☐ To grant partial shares of

ordinary share of.....share having the right to vote equivalent to.....votes,

Total voting rights.....vote(s)

(4) I/we appoint my/our proxy to vote on behalf of my/our behalf in this Meeting as follows:

Agenda 1: To consider and certify the Minutes of Extraordinary General Meeting of Shareholders no. 1/2022.

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.☐ (b) To grant my/our proxy to vote at my/our desire as follows:☐ Approve☐ Disapprove☐ Abstain

Agenda 2: To acknowledge the report of the Company's operating results for the year 2022.

(No voting for this agenda.)

Agenda 3: To consider and approve the financial statements for year ended 31 December 2022.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4: To consider and approve the allocation of net profit as legal reserve and the dividend payment for the year 2022.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5: To consider and approve the increase of registered capital of Baht 30,000,000 from the current registered capital of Baht 300,000,000 to be Baht 330,000,000 by issuing 30,000,000 ordinary shares at the par value of Baht 1 per share to reserve for stock dividend payment and the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of registered capital.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6: To consider and approve the allocation of newly issued ordinary shares in the amount of not exceeding 30,000,000 ordinary shares with the par value of Baht 1 to reserve for stock dividend payment.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7: To consider and approve the appointment of auditors and the audit remuneration for the year 2023.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8: To consider and approve the appointment of the Company's directors to replace those who retire by rotation.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:

To approve the re-election of the Directors as follows:

☐ Appointment Individual

1. Miss Natha Boonsongkroh Turn to the director another term

☐ Approve ☐ Disapprove ☐ Abstain

2. Mr. Achira Boonsongkor Turn to the director another term

☐ Approve ☐ Disapprove ☐ Abstain

3. Dr.Sittiphol Viboonthanakul Turn to the director another term

☐ Approve ☐ Disapprove ☐ Abstain

☐ Appointment all of Directors

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9: To consider and approve the directors' remuneration and sub-committee for the year 2023.

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 10: To consider other matter (if any)

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

(5) If there is any agenda considered in the Meeting other than those specified above, it shall be deemed that such vote is not correct and it is not the vote casted on my/our behalf.

(6) If I/we do not specify or clearly specify my/our intention to vote for any agenda, or if there is any agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

For any act performed by the proxy during the Meeting except in the case the proxy abstained as specified by me/us in this proxy, it shall be deemed as such acts had been done by me/us in all respects.

Signature Grantor

(.....)

Signature Grantee

(.....)

Remarks: 1. This proxy form is used for the shareholders whose names appear in the Registration Book as foreign investors and appoint the custodian in Thailand as the share depository only.

2. Document required to attach with this proxy are:

(1) The proxy that the shareholder appoints the custodian to sign on his/her behalf.

(2) Confirmation Letter stating that the signature in the proxy form is authorized to carry on the business of custodian.

3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the votes of a shareholder may not be given to more than one proxy.

4. Agenda of Re-Election of Directors can be voted for all directors as proposed by Board of Directors or for particular directors.

5. If the space in this proxy form is not sufficient, the proxy may use the Attachment to the Proxy Form C, enclosed herewith.

The Attachment to the Proxy Form C

Proxy as the shareholder of Mena Public Company Limited.

The Annual General Shareholders' Meeting for 2023 to be held on 25th of April 2023 at 10.00 A.M, by electronic meeting or at any adjournment thereof.

Agenda.....: Re:.....

☐ (a) The proxy has the right to consider the matters and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda.....: Re:.....

☐ (a) The proxy has the right to consider the matters and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda.....: Re:.....

☐ (a) The proxy has the right to consider the matters and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve

☐ Disapprove

☐ Abstain

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

Related Shareholders' Meeting

Article 37. The Board of Directors shall hold the shareholders' meeting as an annual general meeting within four (4) months from the end of the Company's accounting period.

Any other shareholders' meeting other than paragraph one shall be referred to as an extraordinary meeting. The Board of Directors can call an extraordinary meeting of shareholders at any time it deems appropriate.

One or several shareholders holding shares representing not less than ten (10) percent of the total number of shares sold may sign a letter requesting the Board of Directors convene a meeting of the shareholders, which is an extraordinary meeting, at any time. The letter must, however, clearly state the issues and reasons for calling the meeting. In this situation, the Board of Directors shall call a shareholders' meeting within forty-five (45) days of receiving the shareholder's letter.

In case the Board of Directors fails to hold a meeting within the prescribed period under paragraph three, all shareholders who have joined their names or other shareholders have joined together to obtain the required number of shares may call the meeting within forty-five (45) days from the expiration of the prescribed period under paragraph three. In this case, it shall be deemed that it is the meeting of the shareholders that is called by the Board of Directors, and the Company shall be responsible for the necessary expenses resulting from the holding of the meeting and facilities as appropriate.

In the event that it appears that at any shareholders' meeting called by the shareholders under paragraph four, the number of shareholders attending the meeting is insufficient to constitute a quorum as prescribed in Article 39 of the Articles of Association, the shareholders under paragraph four shall be jointly responsible for reimbursing the Company for the expenses resulting from holding the meeting.

Article 38. Shareholders' meetings can be held electronically by following the rules and procedures set out in the relevant laws or notifications.

Article 39. To call a shareholders' meeting, whether it is a meeting in person or a meeting through electronic media, the Board of Directors shall prepare a notice of the meeting by stating the place, date, time, agenda, and matters to be presented to the meeting with reasonable details. The matter shall be clearly stated as a matter to be proposed for acknowledgment, approval, or consideration, as the case may be, including the opinion of the Board of Directors on the matter. The meeting notice must be delivered to the shareholders and the Registrar not less than seven (7) days before the date of the meeting. The advertisement of the meeting notice shall be as required by law.

In addition, a meeting invitation letter and supporting documents can be sent via electronic mail by complying with the rules and procedures set out in the relevant laws or notifications.

The meeting will be held in the province where the Company's head office is located, or in nearby provinces as determined by the Board of Directors. If the shareholders' meeting is called electronically, the location of the Company's head office shall be deemed the venue for the meeting.

Article 40. At the shareholders' meeting, whether it is in person or by electronic meeting, the presence of not less than twenty-five (25) or not less than one-half (1/2) of the total number of shareholders and their proxies (if any) shall be required, and not less than one-third (1/3) of the total number of shares sold shall be counted as the quorum.

In the event that it appears that any shareholders' meeting has passed one (1) hour from the appointed time and the number of shareholders attending the meeting is insufficient to constitute a quorum as prescribed in paragraph one, if the shareholders' meeting was called at the shareholders' request, the meeting will be cancelled. If the shareholders' meeting is not convened at the shareholders' request, it can be rescheduled. In this case, the notice of the meeting shall be sent to the shareholders not less than seven (7) days before the date of the meeting. At this latter meeting, a quorum is not mandatory.

For the proxy, the power of attorney shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman at the meeting place before the proxy attends the meeting, and there must be only one proxy for such purposes, regardless of whether or not the shareholder holds more or less of the Company's shares.

The appointment of the proxy referred to in the previous paragraph may be executed by electronic means, which must be secure and reliable to ensure that the proxy is executed by the shareholders in accordance with the rules and procedures set out in the relevant laws or notifications.

Article 41. The Chairman of the Board of Directors shall preside over the shareholders' meeting. In the event that the Chairman of the Board of Directors is absent or unable to act, the Vice Chairman of the Board of Directors shall preside over the meeting. If there is no Vice Chairman of the Board of Directors or he is absent or unable to act, the meeting shall elect one of the shareholders to preside over the meeting.

Article 42. In voting at the shareholders' meeting, one (1) shareholder shall be deemed to have one (1) vote, and if any shareholder has a special interest in any matter, that shareholder shall not have the right to vote on that matter other than the election of directors. The resolutions of the shareholders' meeting shall consist of the following votes:

- (1) In normal cases, the majority vote of the shareholders present and voting shall be required. If there is an equal number of votes, the Chairman of the meeting shall have an additional vote as a casting vote.
- (2) In the following cases, at least three-quarters (3/4) of the total number of votes of the shareholders present and entitled to vote shall be required.
 - a. Sale or transfer of all or a substantial part of the Company's business to other persons;
 - b. Purchase or receipt of transfer of the business of a private Company or another public Company to the Company;

- c. Preparation, amendment, or termination of contracts relating to the lease of all or substantial parts of the Company's business; assignment to other persons to manage the Company's business or a merger with other persons with the purpose of sharing profits or losses;
- d. Amendments to the Memorandum or Articles of Association of the Company;
- e. Increase or decrease in the registered capital of the Company;
- f. Dismissal of the Company;
- g. Issuance of debentures of the Company and other securities under the securities and exchange law;
- h. Merger of the Company with another Company;
- i. Other actions required by law to obtain at least three-quarters (3/4) of the total number of votes of the shareholders who are present and entitled to vote.

Article 43. Secret voting may be done when requested by at least five (5) shareholders before the voting and the meeting decides to vote in secret.

Upon request for a secret vote, the Chairman of the meeting shall determine the secret voting method.

Article 44. The matters required to be called for the annual general meeting of shareholders are as follows:

- (1) Considering and certifying the report of the Board of Directors that presents the activities of the Company in the past year;
- (2) Considering the approval of the balance sheet and profit and loss account;
- (3) Considering the approval of the allocation of profits and dividend payments;
- (4) Considering the election of a new director to replace a director who has retired from office due to rotation;
- (5) Considering the determination of the remuneration of the directors;
- (6) Considering the appointment of an auditor and determination of the audit fee; and
- (7) Other matters.

Statement of Proxy Procedures, Attendance Registration, Documentation Requirement, And Vote Cast in the Annual General Shareholders' Meeting

The company will held the Annual General Shareholder's Meeting 2023 on Tuesday 25th April 2023 at 10.00 A.M. via electronic means. For the transparent, righteous, and advantage for shareholder. The company defined and check identify for shareholder's document or represented of shareholder who participated in the meeting as follow:

1. Proxy procedures

The Company has enclosed with this document 3 different forms of Proxy as outlined by the Department of Business Development as follows:

- | | |
|--------|--|
| Form A | A general, simple, and uncomplicated form of proxy. |
| Form B | Proxy with clearly provided details and particulars for granting proxy. |
| Form C | A particular proxy for the foreign investor who is a shareholder and appoints the custodian in Thailand as the share depository. |

A shareholder who is unable to attend the Annual General Shareholders' Meeting for 2022 can give a proxy to anyone to attend the Meeting on his/her behalf by proceeding with the following instructions:

- (1) Use only one of the enclosed proxy forms.
- (2) The shareholder may give a proxy to a person as his/her own wishes or give a proxy to any one of the Company's independent directors. The shareholders are required to specify the name and details of his/her proxy or place a tick adjacent to the name of the independent director (as specified in the proxy form) to whom he or she wishes to give the proxy to attend the Meeting. Please note that only one person can be given a proxy to attend the Meeting on behalf of the shareholder.
- (3) A shareholder must authorize a proxy to cast the votes equal to the total number of shares held by such shareholder. Partial proxy is not allowed.
- (4) Affix 20 Baht duty stamp and date the proxy to make it valid.
- (5) Return the proxy to the Office of Managing Director of the Company by at least one day prior to the Meeting date or half an hour prior to the commencement of the Meeting.

Regardless of the number of shares held, the shareholder shall not split his/her shares to more than one proxy.

2. Attendance registration

Registration of attendance in the Meeting shall begin at least 2 hours prior to the commencement of the Meeting or from 8:00 A.M.- 10.00 A.M. onwards of 25th April 2023.

3. Documentation requirement for meeting attendance

Attendees are required to present the following documents (as the case may be) before attending the Meeting:

- 3.1 In case the shareholder is an individual (both Thai and non-Thai nationality):

- (1) In case the shareholder attends the meeting by him/herself, the shareholder shall present original Identification Card or Government Official Identification Card or State Enterprises Official Identification Card or Driving License or Passport.
 - (2) In case the shareholder appoints a proxy to attend the meeting, the proxy shall present the following documents:
 - (a) Proxy Form, with full and complete particulars, signed by the shareholder and the proxy;
 - (b) Copies of the documents of the shareholder listed in (1) above, certified true and correct copies by the shareholder; and
 - (c) Original Identification Card or Government Official Identification Card or State Enterprises Official Identification Card or Driving License or Passport of the proxy.
- 3.2 In case the shareholder is a juristic person (established under Thai laws or under foreign laws):
- (a) Proxy Form, with full and complete particulars, and signed by the authorized director(s) of the shareholder with company seal affixed (if any) and signed by the proxy;
 - (b) Copies of the company affidavit of the shareholder, issued not more than 6 months, certified true and correct copies by the authorized director(s) of the shareholder with company seal affixed (if any). In the case that the shareholder, which is a juristic person established under the foreign laws does not have the company affidavit as specified herein, such shareholder may present other documents showing that the person(s) who sign the proxy form, has authority to act on behalf of such juristic person.; and
 - (c) Original Identification Card or Government Official Identification Card or State Enterprises Official Identification Card or Driving License or Passport of the proxy.
- 3.3 In case of foreign shareholder given the right to Custodian in Thailand to hold the shares
- (a) The documents same as item 3.2
 - (b) Copies of Proxy from shareholder assign the Custodian to sign in the proxy represent shareholder, certified true and correct copies by the authorized director(s) of the Custodian with company seal affixed (if any).
 - (c) Copy of Custodian certificate that the custodian has the right to do the custodian business, certified true and correct copies by the authorized director(s) of the Custodian with company seal affixed (if any).

4. Vote Casting

- (1) Vote shall be cast by show of hands with one share eligible for one vote. Partial proxy is not allowed.
- (2) In case of vote by proxy, the proxy shall cast the vote according to the grantor's instructions specified in the Proxy only. Where no choice is specified or clearly specified by the grantor the proxy, in his/her sole discretion, shall consider matters and vote in the way he/she sees fit.
- (3) Resolutions of the Meeting shall comprise the following votes:
 - (a) For ordinary matters: the majority of the voted cast at the Meeting shall form the resolution.
 - (b) For matters required otherwise by laws or the Company's Articles of Association, such requirements shall prevail. The Chairman of the Meeting shall notify as such to the Meeting prior to the vote casting on such agenda item.

- (4) In case of equality of votes, the Chairman of the Meeting shall have a casting vote.
- (5) A shareholder having special interest in any matter shall not give his/her vote on such matter. The Chairman of the Meeting may request such shareholder to leave the Meeting temporarily during considerations of such matter.
- (6) A poll may be demanded upon the request made by no less than 5 shareholders present in the Meeting and upon the resolution of the Meeting. The Chairman of the Meeting shall determine the method to vote on such poll and inform the Meeting of the applied method before conducting the poll.

5. Vote-casting process

- 1) The Chairman of the Meeting shall propose the shareholders a vote casting by show his/her hand on each agenda item and inquire from the Meeting whether any shareholders give 'approve, not approve or abstain' vote, with respect to such agenda item
- 2) The shareholder casting 'not approve or abstain' vote shall show his/her hand and tick the 'not approve or abstain' box on a ballot paper received during the attendance registration and sign the ballot paper before the company staff shall collect it for further counting.

6. Vote Counting and result announcement

Vote result on each agenda shall be announced upon the completion of consideration of all agendas by stating the total number of 'approve, disapprove, and abstain' votes which the company staff shall count the votes by deducting the votes of 'disapprove and abstain' from the total amount of shares of shareholders/ the proxies.

Personal Data Protection for Shareholders' Meeting

Moshi Moshi Retail Corporation Public Company Limited ("The Company") gives top priority to your privacy and safeguards your personal data, as a shareholder, authorized person or proxy company, therefore, has set out policies, rules and regulations for the company business, providing strict measures in protecting your personal data so that you can be assured that your personal data entrusted to the company will be processed according to your needs and in accordance with the laws.

The company would like to inform you, as a data owner, of the purposes and details of the collection, usage and/or disclosure of your personal data as well as your legal rights in connection with personal data, as follows:

"Personal Data" means data that can directly or indirectly identify you.

1. Personal Data that the company collects, uses and/or discloses

For the purposes of convening and attending the Shareholders' Meeting, the company shall collect your Personal Data including name-surname, age, date of birth, national identification number, passport number, taxpayer identification number, securities holder registration number, deposit account number, contact information, such as home address, workplace, phone number, fax number, email, IP address, voice recording, still picture, moving picture, and other information deemed as Personal Data under the Personal Data Protection Laws.

For identity verification, the company shall request a photocopy and/or a copy of your identification card, which may contain sensitive Personal Data, such as religion. The company has no intention to collect such sensitive Personal Data from you, that asking for your cooperation to cover such data to make it unreadable prior to submitting the copy of your identification card to the company.

2. Purposes and lawful basis of collecting, using and/or disclosing Personal Data

The company shall collect, use and/or disclose your personal data only as necessary, based on our legitimate purposes or there is a lawful basis, including to fulfil our legal obligations, such as for calling and convening the Shareholders' Meeting, verifying identity, delivering relevant documents, and carrying out any action required by law, such as the Public Limited Companies Act, B.E.2535 (1992) , the Civil and Commercial Code and any other related laws, or to carry out actions necessary for legitimate interests of the company or other persons or juristic persons, such as for preparing the Shareholders' Meeting minutes, broadcasting video of the Meeting, recording still and moving pictures to be used for preparing the Meeting minutes and for publication via printed media and electronic media, for security, as well as for any other necessary actions, taking into account the fundamental rights of your Personal Data and to the extent that it is within your reasonable expectation.

3. Sources of Personal Data

The company shall collect Personal Data directly from you and/or may collect Personal Data obtained from securities registrar, such as Thailand Securities Depository Co., Ltd. (TSD), only when necessary through methods that are in compliance with legal requirements.

4. Disclosure of Personal Data

The company may disclose your Personal Data to government authorities, regulators, and relevant persons or agencies e.g. the Ministry of Commerce, the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., courts, data processors, third party service providers, competent authorities, etc. for the purposes as described in this Personal Data Protection Policy. The company shall oversee that such persons or entities receiving such data will collect, use, and/or disclose your Personal Data to the extent and under the purposes as described in this Policy.

5. Duration of your Personal Data retention

The company will retain your Personal Data for as long as necessary during the period you are the company's shareholder, or for as long as necessary to achieve related purposes, unless law requires or permits longer retention period of not over 10 years. The company shall take appropriate actions to erase, destroy, or anonymize the Personal Data when it is no longer necessary or when the period lapses.

6. Protection of your Personal Data

For retention of your Personal Data, the company implements technical measures and organizational measures to ensure appropriate security in the Personal Data processing and to prevent Personal Data breach. The company has set out policies, rules and regulations on Personal Data protection, e.g. security standards of information technology and measures to prevent data recipients from using or disclosing the data for other purposes or without authorization or unlawfully. The company has amended such policies, rules and regulations as frequently as deemed necessary and appropriate. Moreover, the company's executives, employees, staff, contractors, agents, advisers and data recipients are obligated to keep the Personal Data confidential pursuant to confidentiality measure provided by the company.

7. Your rights related to Personal Data

Your rights are legal rights, namely withdrawal of consent, data access, data portability, objection, and data erasure or destruction, processing suspension, data rectification and compliant lodging. You may exercise any of these rights within legal requirements at the present or as amended in the future as well as regulations set out by the company. In case you are under 20 years old or your legal contractual capacity is restricted, your father and mother, guardian or representative may request to exercise the rights on your behalf.

The exercise of aforementioned rights may be restricted under relevant laws and it may be necessary for the company to deny or not be able to carry out your requests, e.g. to comply with the laws or court orders, public tasks, your request in breach of rights or freedom of other persons, etc. If The Company denies the request, the company will inform you of the reason.

8. How to contact the company and/or the Data Protection Officer

If you have any suggestions or inquiries regarding collection, usage and/or disclosure of your Personal Data as well as a request to exercise your rights, you may contact the company and/or the Data Protection Officer via the following

Tel. 0-2-891-3088

- Data Protection Officer

Moshi Moshi Retail Corporation Public Company Limited

Moo 10, Ekkachai Road, Bangkhuntien, Jomthong, Bangkok 10150

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

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 19th April 2023. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent one days in advance of the meeting date.

Requesting to attend the meeting via electronic media

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

1. Submit your request to attend the meeting by sending information via Email or postal mail.

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

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Enclosure no.12-1) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

2.1 Shareholders who are natural persons:

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

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)

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

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

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within the date 19th April 2023

- Email channel: Comsec@moshimoshi.co.th

- Postal channels: Company Secretary

Moshi Moshi Retail Corporation Public Company Limited
26/18 Moo 10 Ekkachai Road, Ekkachai 16
Bangkhuntien, Jomthong, Bangkok 10150

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual one day before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the 24 April 2023, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

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

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

4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

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

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

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Enclosure no.8) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within the date 19th April 2023 via the following channels:

- By Email: Comsec@moshimoshi.co.th
- By mail: Company Secretary
Moshi Moshi Retail Corporation Public Company Limited
26/18 Moo 10 Ekkachai Road, Ekkachai 16
Bangkhuntien, Jomthong, Bangkok 10150

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

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

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:

- By Email: Comsec@moshimoshi.co.th
- By mail: Company Secretary
Moshi Moshi Retail Corporation Public Company Limited
26/18 Moo 10 Ekkachai Road, Ekkachai 16
Bangkhuntien, Jomthong, Bangkok 10150

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

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

1. Send advice or questions in advance to the Company before the meeting date through the following channels:
 - By Email: Comsec@moshimoshi.co.th
 - Telephone: 02-891-3088 ext 138
 - By mail: Company Secretary
Moshi Moshi Retail Corporation Public Company Limited
26/18 Moo 10 Ekkachai Road, Ekkachai 16
Bangkhuntien, Jomthong, Bangkok 10150
2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages;
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

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

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



ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์บริษัท โมชิ โมชิ รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)
Acceptance for the invitation of online meeting of Moshi Moshi Retail Corporation Public Company Limited

วันที่.....เดือน.....พ.ศ.....

Date..... Month Year.....

- (1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....
I/We,Identification Card/Passport number
สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Nationality.....Residing at No.Road.....Sub district.....
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District.....Province.....Postal Code.....

- (2) เป็นผู้ถือหุ้นของ บริษัท โมชิ โมชิ รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

Being a shareholder of Moshi Moshi Retail Corporation public company limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น

Holding the total amount of.....shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2566

I would like to participate the E-AGM for Annual General Meeting 2023

- ☐ เข้าร่วมประชุมด้วยตัวเอง เบอร์โทรศัพท์มือถือ.....(โปรดระบุ)
(Self-Attending) Mobile Number.....Please fill in the blank.
☐ มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น
Proxy to.....attend the meeting.
เบอร์โทรศัพท์มือถือของผู้รับมอบฉันทะ.....(โปรดระบุ เพื่อให้ใช้ในการเข้าระบบ)
Proxy's Mobile Number.....Please fill in the blank.

- (3) ข้อมูลในการจัดส่ง URL เพื่อเข้าประชุมและวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail..... Please fill in the blank.

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 12 วิธีการเข้าร่วมประชุม ภายในวันที่ 19 เมษายน 2566

Please submit the required document per an encloser 12 by 19 April 2023

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

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

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

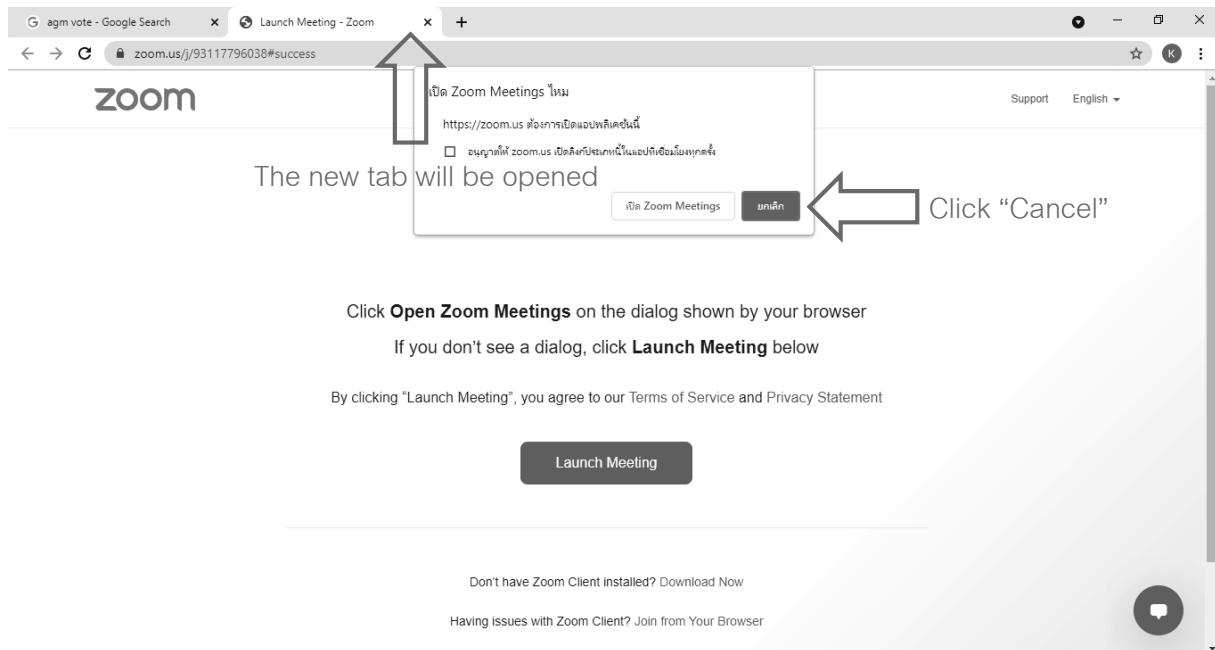
Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

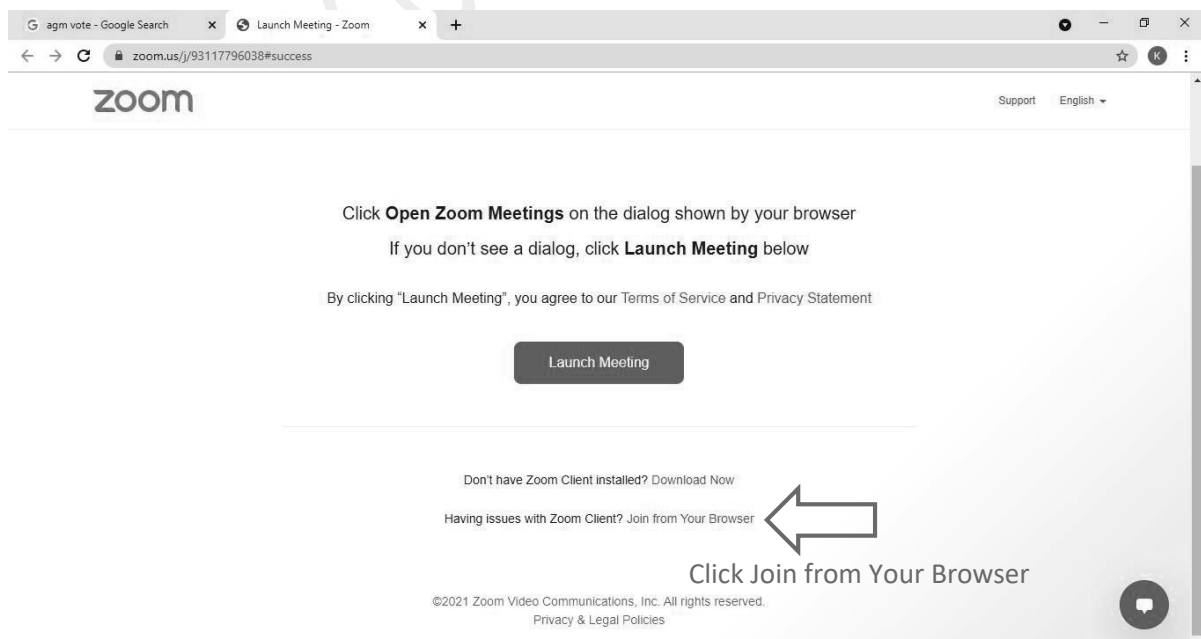
(.....)

Instruction : E-Meeting

1. Once you click at “E-Meeting”. If you are in Desktop or Laptop, the new tab will be opened as below



2. If you have Zoom Meeting software, you can use. Or You can click at Cancel then click at “click here” as below



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. Please type shareholder's first and last name in below text box.


The screenshot shows the Zoom 'Join Meeting' page. On the left, there is a form with the title 'Join Meeting'. It includes a text input field labeled 'Your Name' with a placeholder 'Your Name'. Below it is a checkbox labeled 'Remember my name for future meetings'. Further down is a link to the Terms of Services and Privacy Statement, and a 'Join' button. A large white arrow points from the right towards the 'Your Name' input field. On the right side of the page, there is a large dark rectangle representing the video feed area, which contains a placeholder message: 'Enter the name type shareholder's first and last name'. Below this message are icons for 'Unmute' and 'Start Video'. The Zoom logo and navigation links are at the top.

4. Click "Join" as below.

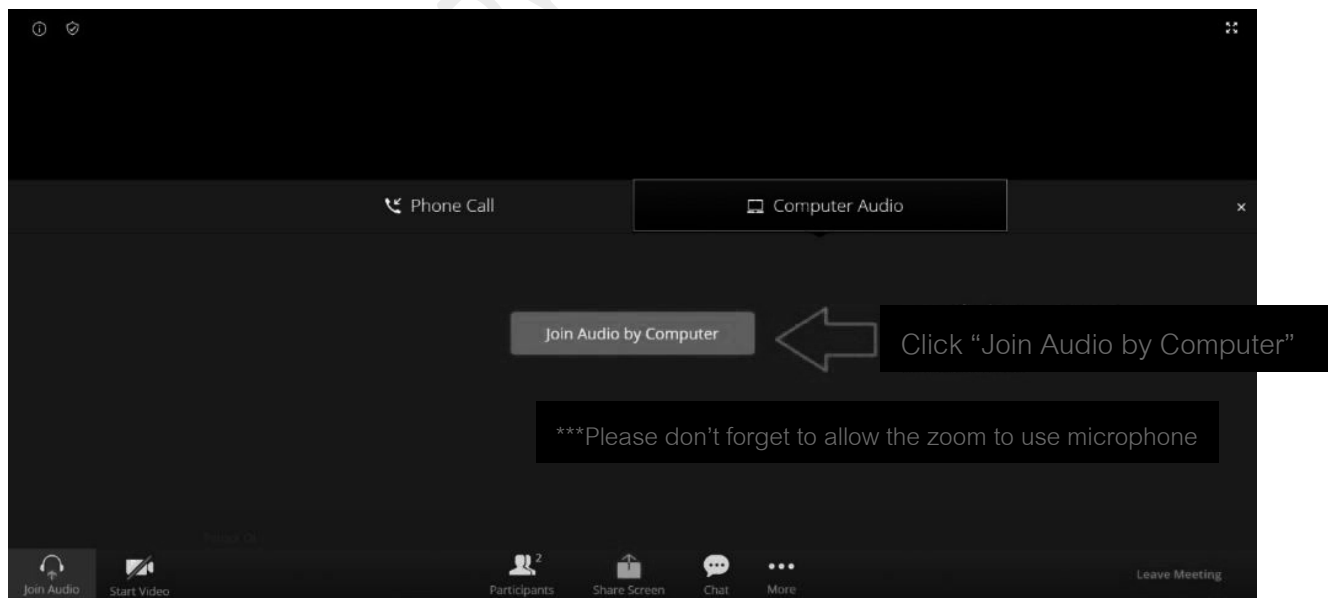
This screenshot is similar to the previous one, showing the Zoom 'Join Meeting' page. However, the 'Your Name' input field now contains the Thai text 'นาย เกษตรกร ทองฟาสตใส'. The checkbox 'Remember my name for future meetings' is now checked. A large white arrow points from below towards the 'Join' button. The rest of the page layout, including the video feed area with the placeholder message and the Zoom header, remains the same.

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ จำกัด
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

5. Then “Please wait, the meeting host will let you in soon.” Message will be displayed. Please wait until the host verify all information and let you in the meeting.

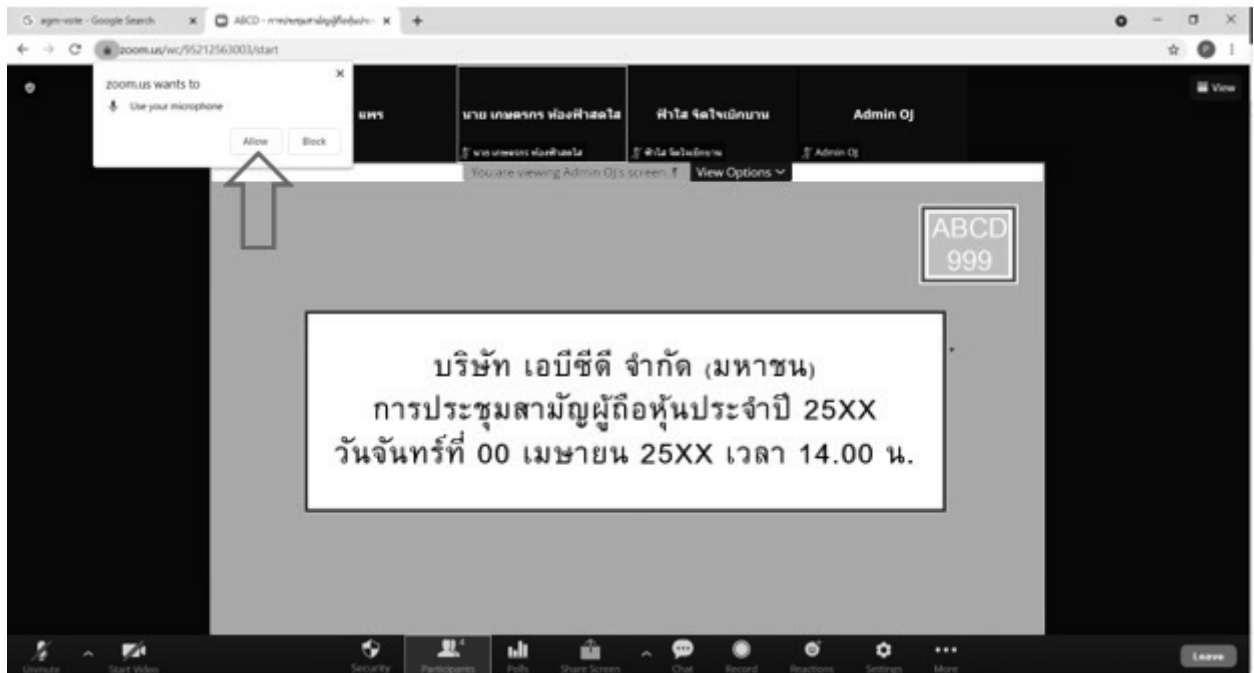
Please wait, the meeting host will let you in soon. 
ABCD - การประชุมสามัญผู้ถือหุ้นประจำปี 25xx

6. Once you are in the E-Meeting, please click at Join with Computer Audio to hear Live as below picture. (If you would like to speak, please don't forget to allow the zoom to use microphone)

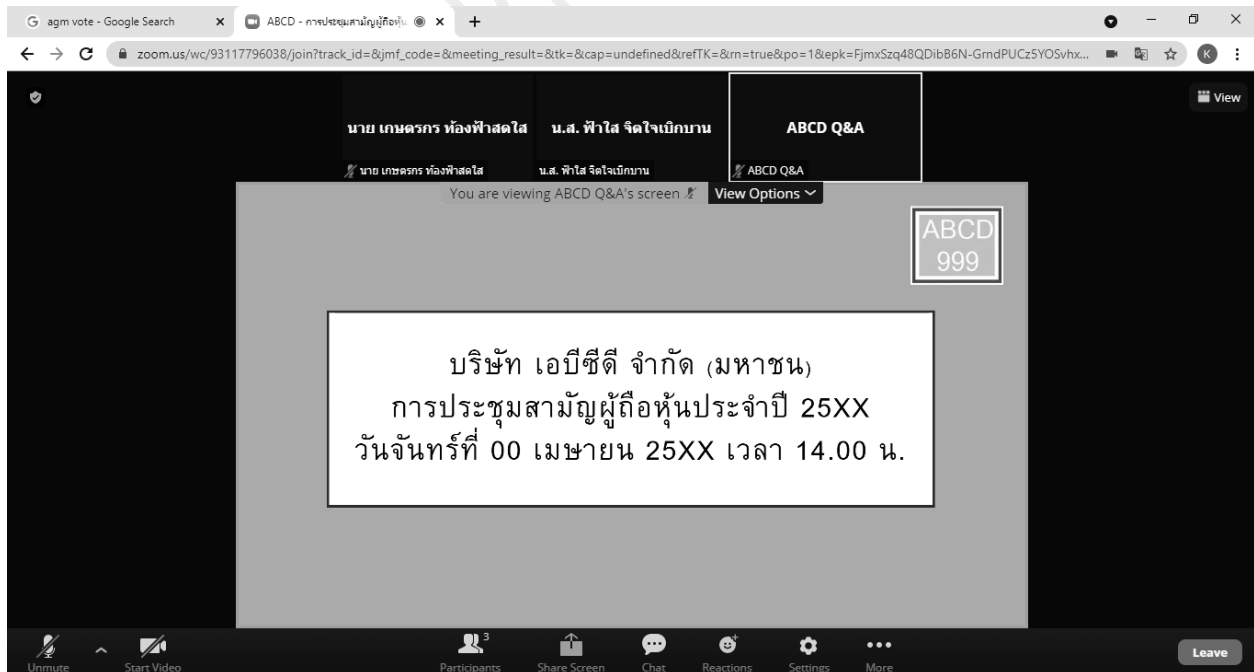


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. Click “Allow”



8. Once you successfully join the E-Meeting. You will see all menu as below.



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

How to participate in an E-AGM

1. Please submit the form and required document (per an attachment no. #). Once your document is verified. You will receive an email from E-Meeting Service by OJ International Co., Ltd. (e-agm@ojconsultinggroup.com). There is a Link to log – in an E-AGM in this email.
2. Please read an email and check that all information is yours. The link will be valid as the date mention in an email. (You cannot log in before the date / time mentioned in an email.)
3. On the valid date, please click at the link in an email. The web browser will be opened. Please fill shareholder account number (10 digits) and Identification Number (Thai ID Card No.) or Passport Number. Then check at term and condition. Finally, click Register.

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

กรณารับข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม
(Please provide information for meeting registration)

เลขที่บัญชีผู้ถือหุ้น
(Shareholder Account Number)

เลขที่บัตรประชาชน
(Identification Number/Passport Number)

☐ ผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการ
เข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ รวมถึงให้ความยินยอมเกี่ยวกับ
ข้อมูลส่วนบุคคล แล้ว

(Shareholder has read and accepted the term and condition about
attendance of shareholder meetings through E-Meeting and has given
consent to use personal information)

ลงทะเบียนเข้าร่วมประชุม

(Register)

4. Review your information (Name and No. of shares) then click at “Confirm to attend the meeting”

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)
วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ
(Welcome นาย โอเจ มีหุ้นเยอะ)

ถือหุ้นจำนวน 300,000,000 หุ้น
(No. of shares: 300,000,000 shares)

ยืนยันเข้าร่วมประชุม
(Confirm to attend the meeting)

5. Once you successfully log in, there are 2 main buttons. E-Meeting (blue) and E-Voting (green) as below

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)
วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ
(Welcome นาย โอเจ มีหุ้นเยอะ)

ถือหุ้นจำนวน 300,000,000 หุ้น
(No. of shares: 300,000,000 shares)

E-Meeting

E-Voting

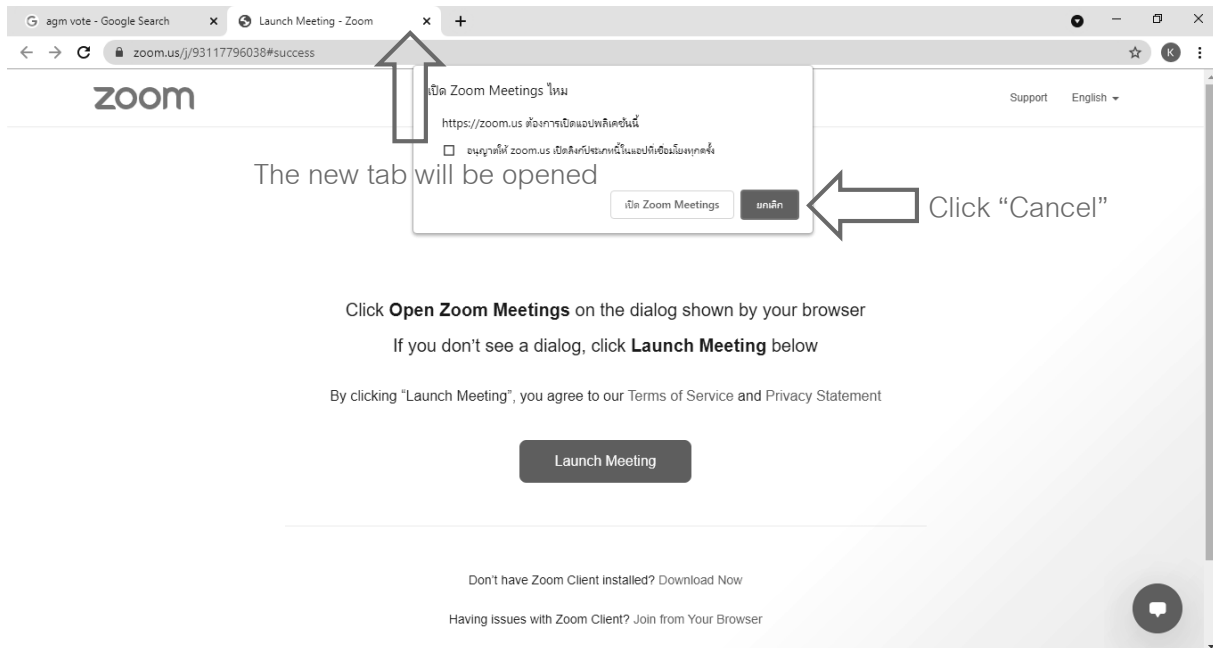
6. Click at “E-Meeting” in order participate Live Meeting by Zoom

7. Click at “E-Voting” to cast your vote.

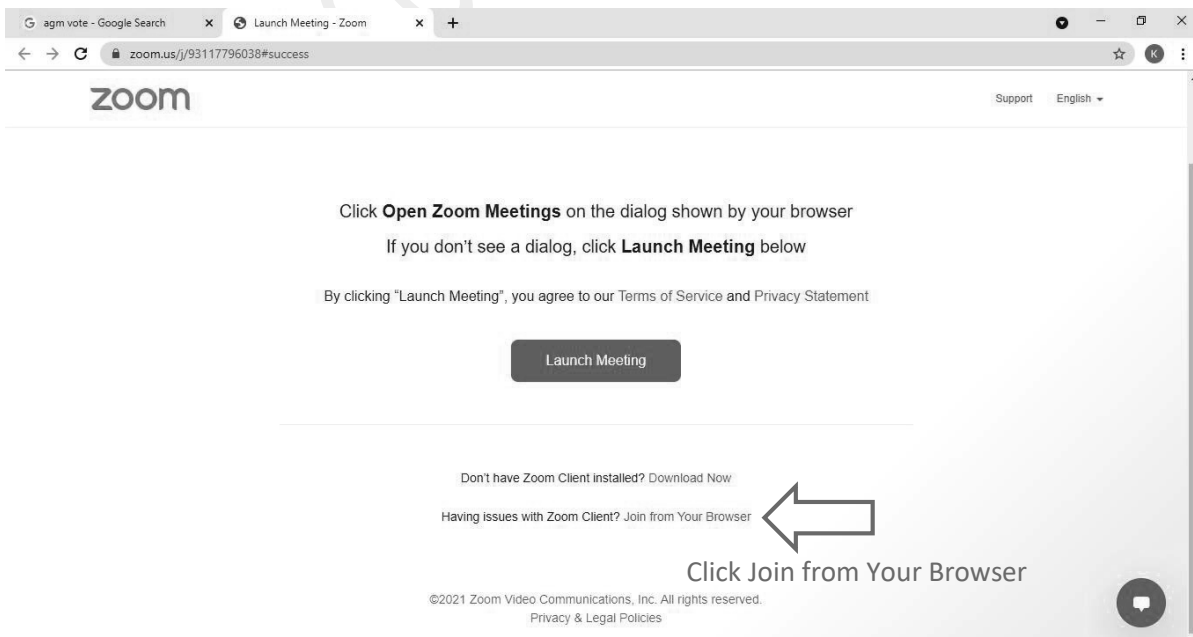
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

Instruction : E-Meeting

1. Once you click at “E-Meeting”. If you are in Desktop or Laptop, the new tab will be opened as below

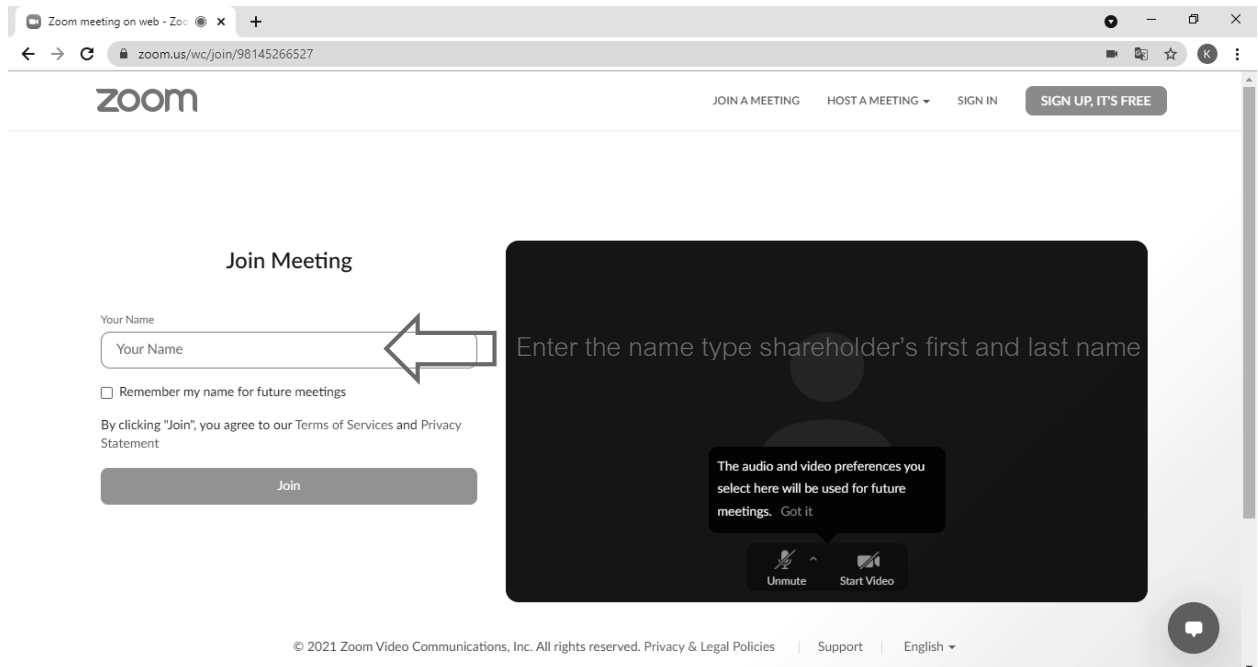


2. If you have Zoom Meeting software, you can use. Or You can click at Cancel then click at “click here” as below

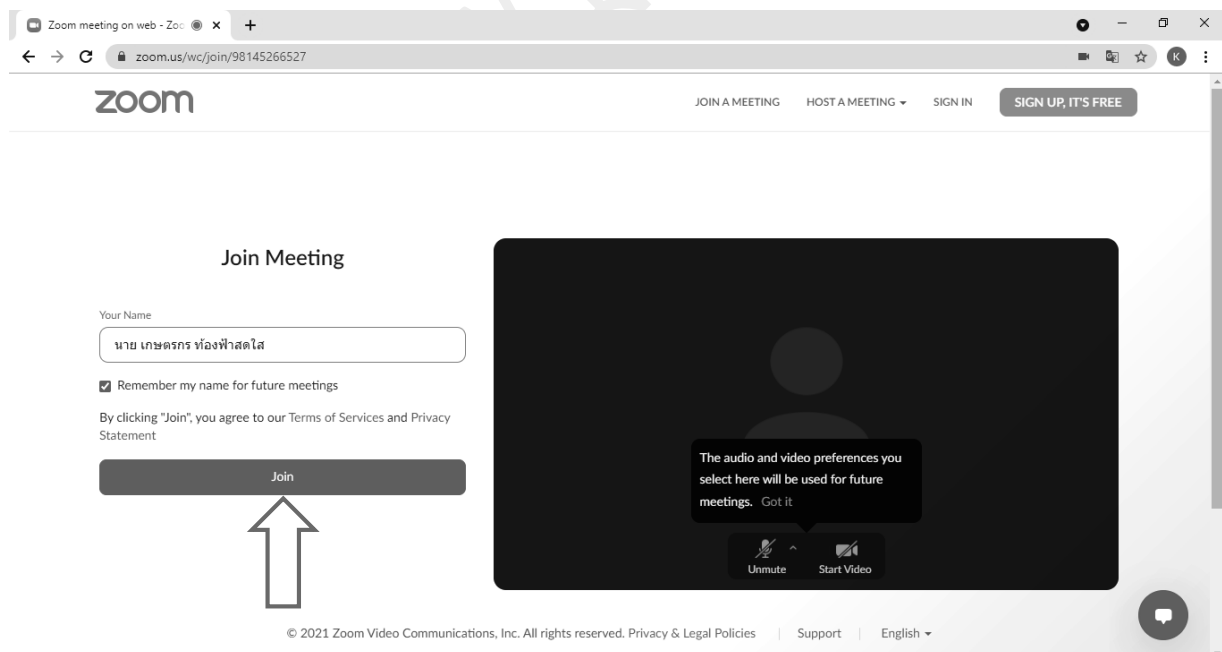


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. Please type shareholder's first and last name in below text box.




4. Click "Join" as below.



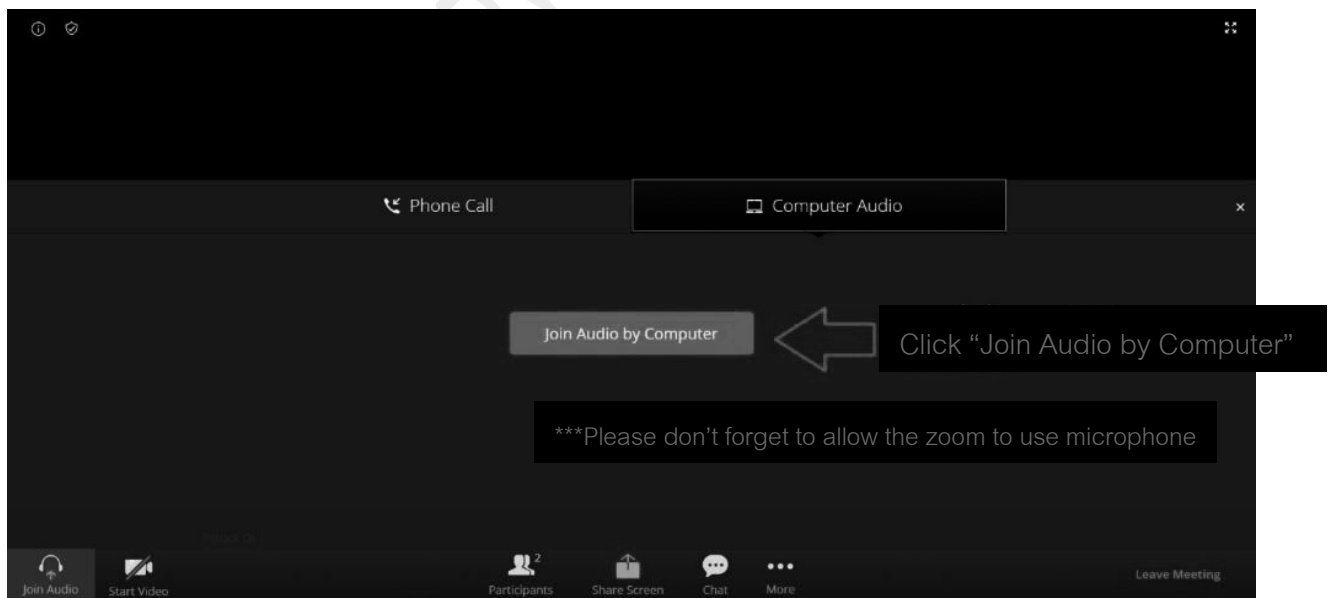
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

5. Then “Please wait, the meeting host will let you in soon.” Message will be displayed. Please wait until the host verify all information and let you in the meeting.

Please wait, the meeting host will let you in soon. 

ABCD - การประชุมสามัญผู้ถือหุ้นประจำปี 25xx

6. Once you are in the E-Meeting, please click at Join with Computer Audio to hear Live as below picture. (If you would like to speak, please don't forget to allow the zoom to use microphone)

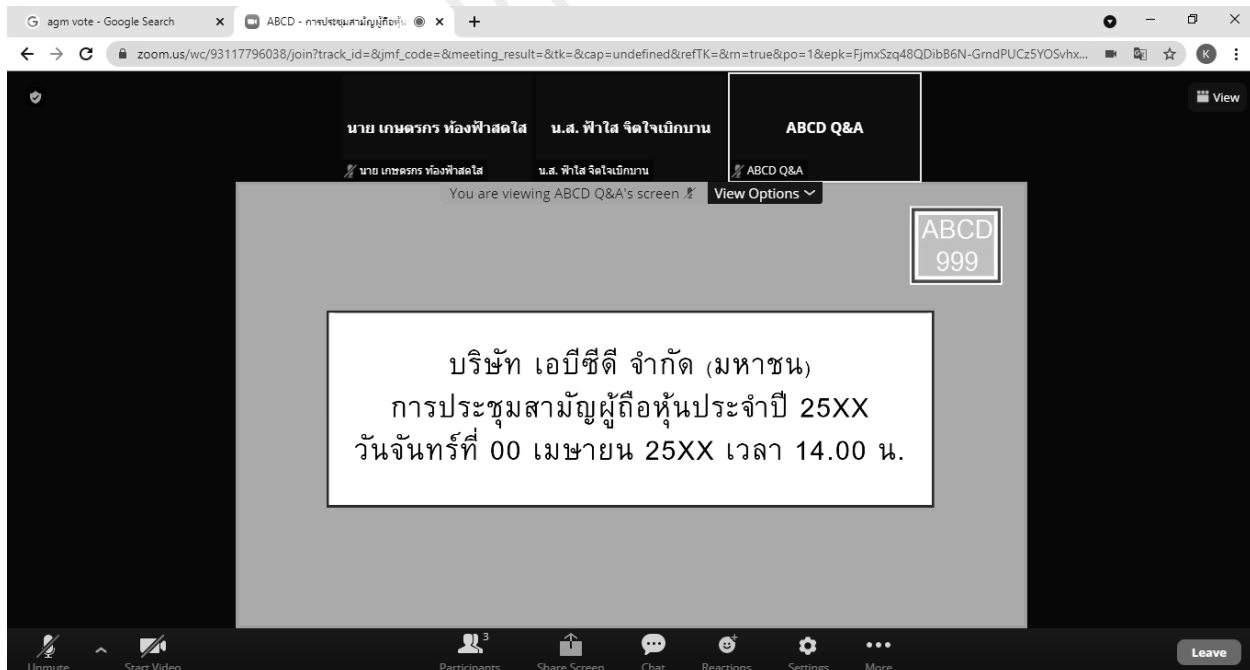


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. Click “Allow”



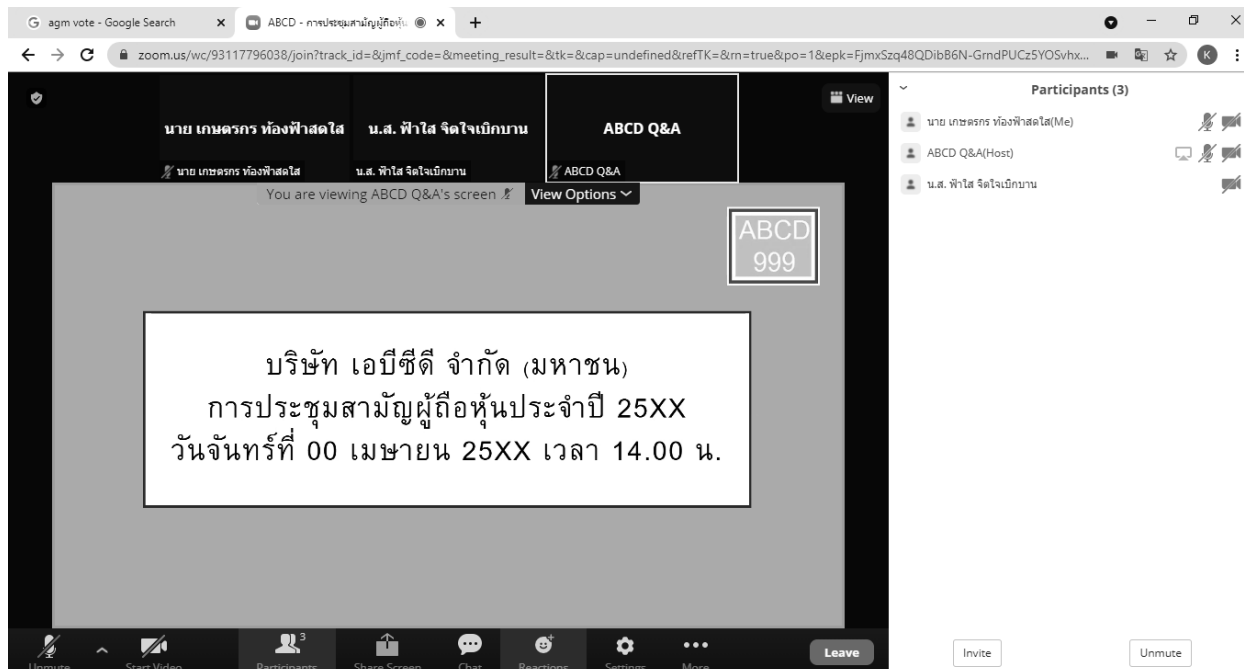
8. Once you successfully join the E-Meeting. You will see all menu as below.



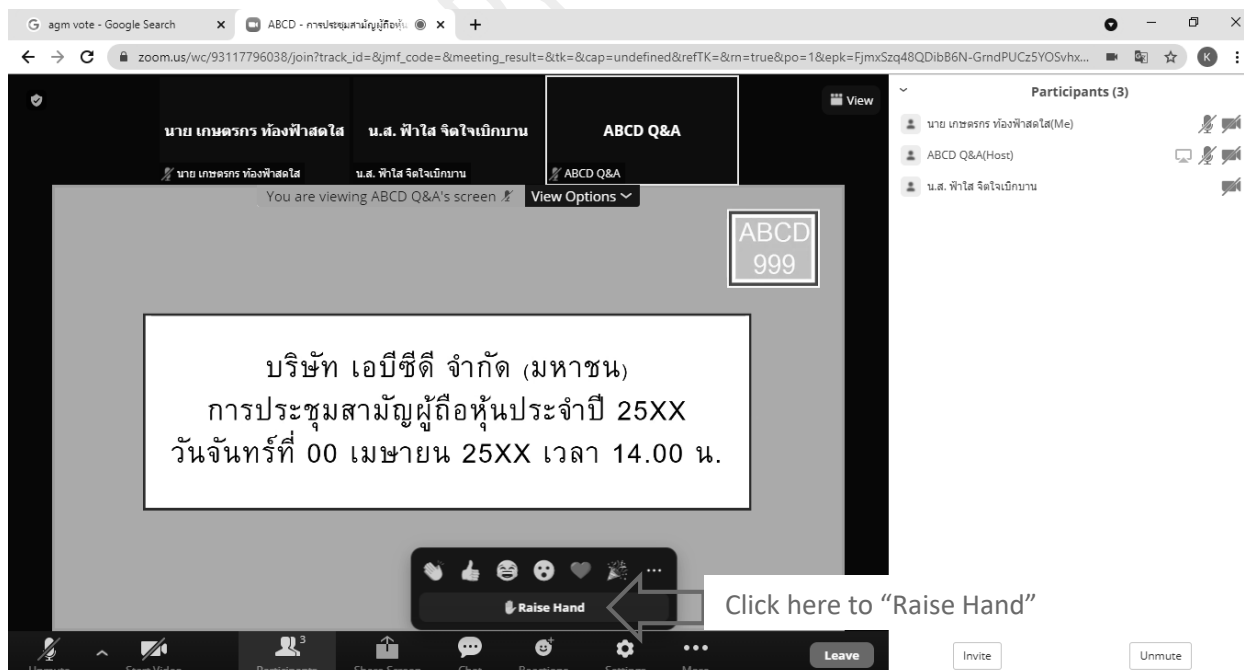
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชนแดน
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

How to ask question by speak through microphone

1. Click at “Reaction” as below

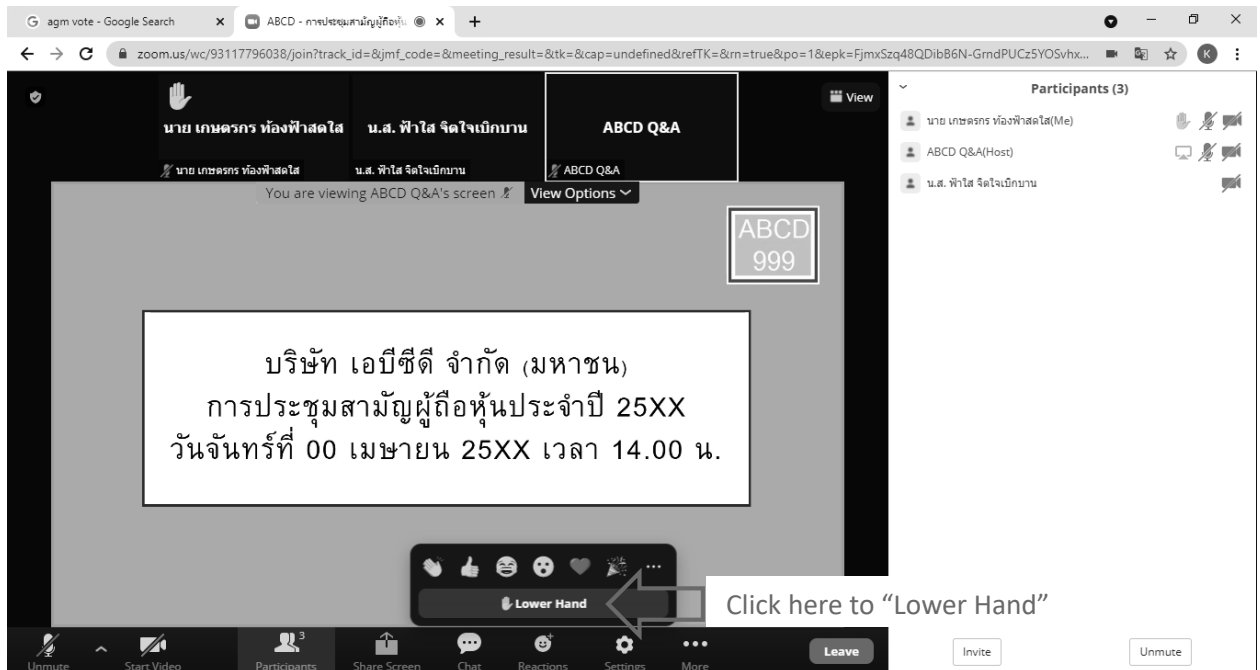


2. Click “Raise Hand” and the sign will be displayed beside your name as below



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชั้นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

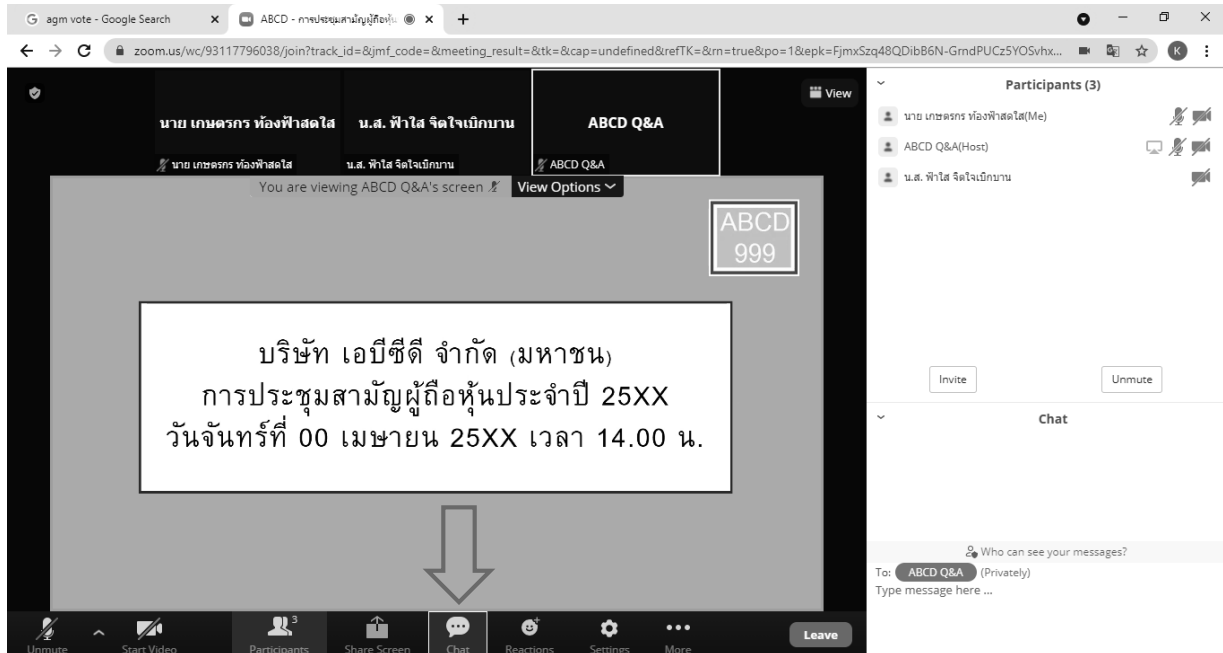
3. Host will allow you to unmute your microphone to ask your question. Please click unmute. Once you finish, please click “Lower Hand”



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ต
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

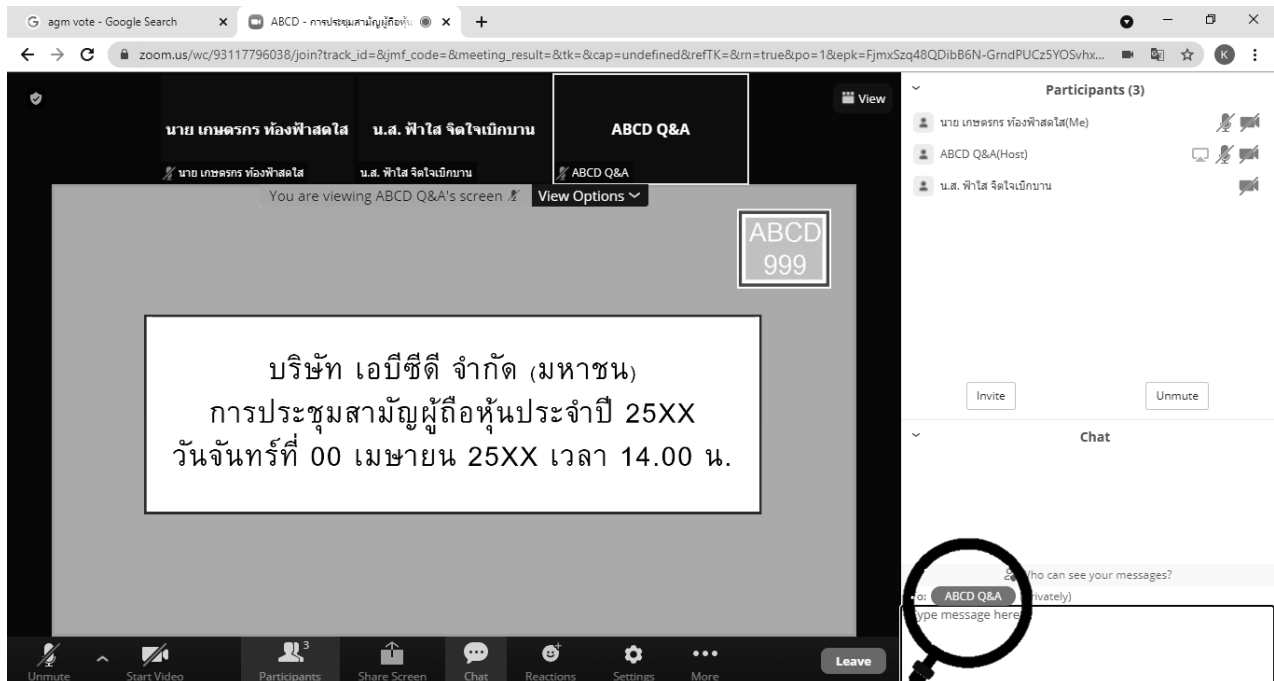
How to ask question by Chat

1. Click at “Chat” as below



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

2. The text box will displayed as below. To type a message by Chat, you have to select a recipient to send ABCD Q&A question only. If you do not select, your question will not be sent to the company. You can type your question and press Enter to send your question to ABCD Q&A



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

How to case your vote by E-Voting

1. When you would like to cast your vote, please go to main tab (in Chrome) then click at “E-Voting”. There are 3 options to vote in each agenda (Approve, Disapprove and Abstain)

วาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 25XX

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

(Approve)

(Disapprove)

(Abstain)

วาระที่ 2: พิจารณารับทราบรายงานประจำปีของคณะกรรมการบริษัท เกี่ยวกับ กิจกรรมของบริษัท

แจ้งเพื่อทราบ

วาระที่ 3: พิจารณาอนุมัติงบการเงินประจำปี 25XX สิ้นสุด วันที่ XX ธันวาคม 25XX

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

(Approve)

(Disapprove)

(Abstain)

2. Once you cast your vote, there is a pop up for you to make a confirmation. If you would like to change your vote, you can do by do the same. However, you cannot change or vote if the agenda is closed.

3. Once you finish your vote, please switch back to the E-Meeting Tab (Zoom) to resume your meeting.

