



Notice of the Annual General Meeting of Shareholders for the year 2023

March 14, 2023

Subject : Notice of the Annual General Meeting of Shareholders for the year 2023

Attention : Shareholders

- Enclosures:
1. The minutes of the Annual General Meeting of Shareholders No. 1/2022, held on April 19, 2022.
 2. Annual Report for the year 2022 (QR Code) and the Registration Form.
 3. CVs of the candidates for the position of directors to replace the directors who resigning by rotation.
 4. AGM's Registration Form.
 5. List of identity documents or evidence of the entitlement to attend the Meeting as shareholder or authorised representative.
 6. Articles of Association regarding to the shareholders' meeting and voting procedures.
 7. Proxy Form.
 8. CVs of the independent director nominated by the Company to act as the shareholder's proxy.
 9. The Annual Report Requisition Form.
 10. Process to attend the e-Meeting.

NOTICE is hereby given that the Annual General Meeting of Shareholders for the year 2023 to be held on Wednesday, April 19, 2023 at 10.00 a.m. The meeting will be conducted in form of electronic meeting (e-Meeting) only at Meeting Room, Globlex Holding Management Public Company Limited, 87/2 CRC Tower, All Seasons Place, 12th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok, and to set the record date for the right to attend the meeting on March 10, 2023. The proposal agenda for the meeting to consider the agenda as follows:

1. **To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2022.**

Facts and reasons: The Shareholders are asked to certify the Minutes of the Annual General Meeting of Shareholders No. 1/2022, held on April 19, 2022. A copy of those minutes is enclosed with this convening notice as Enclosure # 1.

Board's opinion: The Board of Directors recommends the Shareholders to certify the Minutes of the Annual General Meeting of Shareholders No. 1/2022 as the Board already confirmed that those minutes were correctly recorded.

2. **To acknowledge the report of the operating results of the Company and its subsidiaries for the year 2022.**

Facts and reasons: The Meeting is asked to acknowledge the report of the operating results for the year ended December 31, 2022 of the Company and its subsidiaries.

Board's opinion: The Board of Directors recommends that the report of the operating results of the Company and its subsidiaries for the year 2022 to be acknowledged.

3. **To certify and approve the separate and consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2022.**

Facts and reasons: The Meeting is asked to consider and to approve the audited financial statements for 2022 which were audited by the auditor and reviewed by the Audit Committee, as detailed in the annual report under the heading "Financial Statements" (Enclosure #2 to this convening notice). The summary of the financial statements of the Company and its subsidiaries is as follows:

(Unit : Million Baht)

| Particulars | 2022 | 2021 | Change (%) |
|-----------------------------|-------|-------|------------|
| Total Assets | 2,433 | 2,844 | -14.45 |
| Total Liabilities | 906 | 1,267 | -28.49 |
| Shareholders' Equity | 1,527 | 1,576 | -3.11 |
| Total Revenues | 664 | 927 | -28.37 |
| Total Expenses | 558 | 720 | -22.50 |
| Income tax expense | 24 | 42 | -42.86 |
| Discontinued operation | - | (14) | -100.00 |
| Net Profit | 82 | 151 | -45.70 |
| Net Profit per share (Baht) | 0.065 | 0.127 | -48.82 |

Board's opinion: The Board of Directors recommends that the audited financial statements and the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2022 be approved.

4. **To consider and approve dividend payment of the operating results for the year 2022**

Facts and reasons: Section 115 of the Public Companies Act B.E. 1992 requires that a company must pay dividends out of its profit only and that the company must not pay dividends if it suffers losses. Section 116 provides that the company must set aside at least five per cent of its net annual profit as the legal reserve until the legal reserve reaches 10 per cent of its registered capital.

Dividend Payment Policy: Basically, the Company has a policy to pay dividends at the rate of not less than 30% of net earnings as stated in the Company's annual financial statements after deduction of the legal reserve and other specified reserves, except the capital fund is needed to strengthen the Company's financial liquidity or to inject into its business expansion plan. The Company's subsidiaries, i.e. Globlex Securities Company Limited and Capital One Partners Company Limited and Asia Equity Venture Company Limited, have policies to pay dividends at the rate at least 80% of their annual net profits after taxes, except the capital fund is needed to strengthen their financial liquidity or to inject into their respective business expansion plans.

According to the Company's operating results of the year 2022, the Company presented profit of 74.72 million Baht with the unappropriated retained earnings from year 2021 of 50.07 million Baht. The appropriation of net profit by 5% as the legal reserve amounted 3.74 million Baht. As of 31 December 2022 the Company has accumulated the unappropriated retained earnings of 121.05 million Baht. The Company proposed to dividend payment from operating results of the year 2022 and Retained Earnings to the Shareholders at the rate of 0.077 Baht per share with the total amount of Baht 83.86 million, as 112.23% of the net profit year 2022.

Board's opinion: The Board of Directors recommends that for dividend payment from operating results of the year 2022 and Retained Earnings to the Shareholders at the rate of 0.077 Baht per share with the total amount of Baht 83.86 million in accordance with the dividend payment policy. The names of the Shareholders entitling to receive the proposed dividend shall be record date on March 10, 2023 and the date of dividend payment will be May 10, 2023.

Table of comparison of dividend payments

| Details of dividend payment | Y 2022 | Y 2021 |
|---|---------------------------|----------------------------|
| 1. Net profit (Loss) | Profit of 74,721,344 Baht | Profit of 130,679,155 Baht |
| 2. Number of the Company's issued shares | 1,089,076,392 shares | 1,089,076,392 shares |
| 3. Amount of Dividend per Share | 0.077 Baht | 0.11 Baht |
| 4. Percentage of the dividend payment relative to net profit. | 112.23% | 91.67% |

5. **To consider and approve the appointment of directors replacing those retiring by rotation.**

Facts and reasons: Under the Public Companies Act B.E. 1992, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of three, the nearest number of 1/3 must retire by rotation. The law also provides that the drawing of lots applies for the first and second anniversaries of the Company's incorporation, and for the subsequent anniversaries, the director who remains in office for the longest time and must resign from the office. For AGM for the year 2023, the directors who remain in the office for the longest time and must retire are **Mr.Suporn Thammarak** and **Mr.Tharaphut Kuhapremkit**.

Board's opinion: The Nomination Committee consists of independent directors and the Board of Directors (excluded those retiring directors) have selected the nominated persons for this time. The consideration has been careful screening procedure of the Board of Directors as the person is qualified for the position of director. The names proposed by the shareholders to consider, but there were no shareholders proposing. In addition, consider the qualifications in various fields, ability, experience and expertise in a particular professional field, including their performance as the Company's director during the past years. After due consideration, the Board of Directors proposes

that the AGM to consider re-appointing the following directors who are required by law to retire by rotation to re-assume their directorship of the Company for another term: are **Mr.Suporn Thammaraks and Mr.Tharaphut Kuhapremkit.**

Qualifications of Independent Directors equivalent SET's regulation as follows:

1. Posses shares not exceeding 1 percent of the paid-up capital of the Company, the parent company, subsidiaries, associated companies, or juristic persons that may pose a conflict of interest. Shares held by related persons under Section 258 of the Securities and Exchange Act will also be counted.
2. Must not hold office as director in the parent company, subsidiaries, associated companies, or juristic persons that may pose a conflict of interest.
3. Must not be employees, staff members or advisors who receive regular pay, nor must they be in control of the Company, the parent company, subsidiaries, associated companies, or juristic persons that may have a conflict of interest both at present and in the past two years prior to their appointments as independent director.
4. Must not be professional service providers, such as auditors, lawyers, and etc. to the Company or the parent company both at present and in the past two years before their appointments as independent director. The prohibition also includes a case whereby their close relatives are providers of those professional services and a case whereby they are executives or partners or major shareholders of juristic persons providing those professional services to the Company, the parent company, subsidiaries, associated companies or juristic persons that may have a conflict of interest.
5. Must not have blood relationship or relationship under legal registration as parent, spouse and offspring of an executive, major shareholder, or controlling party. Any other relationship that may deprive them of independence must be disclosed forthwith.
6. Must not have benefits or stakes, whether directly or indirectly, in financial position and management of the Company, the parent company, subsidiaries, associated companies, major shareholders or juristic persons that may have a conflict of interest, as well as not being customers, suppliers of raw materials, creditors/debtors, executives, major shareholders or persons in control of juristic persons that have the aforesaid business relationship with the Company, with a transaction amount exceeding 10 percent of annual revenues/expenses in the past two years before their appointments as independent director except that the Board of Directors of the Company sees that such benefits or stakes or business relationship will not affect the performance of their duties and their free expression of opinions.
7. Must not be appointed representatives to safeguard the interests of the Company's directors, major shareholders or other shareholders who are related parties of major shareholders.
8. Be able to perform their duties, express opinions or report the performance of their duties as assigned by the Board of Directors of the Company, freely and without being under any control of the Company's executives or major shareholders including related parties or close relatives of the above.

The Board of Directors have determined that the person is nominated as an independent director to be qualified in accordance with the law related to the requirements relating to independent directors.

A summary of their Curriculum vitae and work experiences are incorporated into these minutes as Enclosure #3.

Shareholding percentage relating to the persons nominated as directors

| Nominated person | Number of shares/ percentage of the total voting shares | |
|------------------------------|---|---|
| | Ordinary shares | % |
| 1. Mr.Suporn Thammaraks | - | - |
| 2. Mr.Tharaphut Kuhapremkit. | - | - |

Directorship and management in other businesses

| | Nominated person | Listed company | | Any businesses (other than the listed company) | Holding a position in any competitor/related business of the Company |
|---|---------------------------|-------------------|----------------------|--|--|
| | | Number of company | Type of directorship | | |
| 1 | Mr.Suporn Thammaraks | - | - | 2 | No |
| 2 | Mr.Tharaphut Kuhapremkit. | - | - | 11 | No |

Nature of other relationships

| Relationship | Name of the directors nominated as Independent Director | Name of the directors nominated as Director |
|---|---|---|
| | Mr.Suporn Thammaraks | Mr.Tharaphut Kuhapremkit. |
| Shareholding in the Company -Number of shares held -Percentage of the Company's total voting shares | - - | - - |
| Being a close relative of the executive/major shareholder of the Company or its subsidiaries. | No | Yes |
| Having the following relationship with the Company/its Holding Company/its subsidiaries/its associate or any entity which may have a conflict of interest, whether currently or during the past two years | | |
| 1. Acting as director with a role in HR management or being an advisor with a regular salary | No | Yes |
| 2. Acting as professional advisor (e.g. an auditor or legal advisor) | No | No |
| 3. Having business relationship (e.g. trading in raw materials or goods or services, money lending or borrowings) | No | No |

6. To consider and approve the directors' remuneration for the year 2023.

Facts and reasons: The Remuneration Committee and the Board of Directors carefully scrutinises the suitability of the directors' remuneration. The rules and procedures for remuneration of comparison from the same industry along with considering the Company's growths and profitability.

Board's opinion: The Board of Directors recommends that the directors' remuneration for 2023 be allocated as follows:

- (1) The chairman of the Board of Directors will receive the remuneration on a monthly basis at the rate of 250,000 baht per month and the meeting allowance at the rate of 80,000 baht per month only for the month in which a meeting is held.
- (2) Audit committee members or independent directors will receive the meeting allowance on a monthly basis only for the month in which a meeting is held. The chairman of the audit committee will receive the meeting allowance at the rate of 25,000 baht per month and each of the audit committee members will receive the meeting allowance at the rate of 20,000 baht per month and each of independent directors will receive the meeting allowance at the rate of 20,000 baht per month. If any of audit committee members or any of independent directors holds two offices as an audit committee member-cum-independent director, that person will receive the meeting allowance of 20,000 baht per month only.
- (3) Total bonus for audit committee members and independent director not to exceed Baht 300,000 per annum.
- (4) Other benefit -No-
- (5) Remuneration of the Sub-Committees -No-

Other directors, who are not specified hereinabove, will not receive any monthly remuneration or meeting allowance for their office holding as the Company's directors but the pay as the Company's employees.

Table of comparison of the directors' remuneration package for this year and the previous years

| Type of Remuneration | | Year 2023 | Year 2022 |
|----------------------|--|-----------|-----------|
| 1 | Monthly Remuneration-Chairman | 250,000 | 250,000 |
| 2 | Monthly Meeting Allowance | | |
| | 2.1 Chairman of the Board | 80,000 | 80,000 |
| | 2.2 Chairman of Audit Committee | 25,000 | 25,000 |
| | 2.3 Independent Director | 20,000 | 20,000 |
| | 2.4 Audit Committee Member | 20,000 | 20,000 |
| 3 | Total bonus for audit committee members and independent director not to exceed per annum | 300,000 | 300,000 |
| 4 | Other benefit | No | No |
| 5 | Remuneration of the Sub-Committees | No | No |

7. To consider and approve the appointment of auditors and to determine the audit fee for the year 2023.

Facts and reasons: The Audit Committee proposed to appoint or Mr.Yongyuth Lertsurapibul, Certified Public Accountant No. 6770 and/or Mr.Wonlop Vilaivaravit, Certified Public Accountant No. 6797

and/or Mr.Chavala Tienpasertkij, Certified Public Accountant No. 4301 and/or Mrs.Nisakorn Songmanee, Certified Public Accountant No. 5035 of Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd. be appointed as the Company's auditor for the accounting year of 2023. The audit fee of 600,000 Baht or 150,000 Baht per quarter, equal to the last year.

Board's opinion: The Board recommends that or Mr.Yongyuth Lertsurapibul, Certified Public Accountant No. 6770 and/or Mr.Wonlop Vilaivaravit, Certified Public Accountant No. 6797 and/or Mr.Chavala Tienpasertkij, Certified Public Accountant No. 4301 and/or Mrs.Nisakorn Songmanee, Certified Public Accountant No. 5035 of Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd., to be the Company's auditor for the accounting year of 2023 with the audit fee as proposed by the Audit Committee. Details in the agenda.

Table of comparison of the audit fee for the current and previous fiscal years

| Details of Remuneration | Year 2023 | Year 2022 |
|-----------------------------------|-----------------------|---------------------------|
| 1. Audit Fee | 600,000 Baht | 600,000 Baht |
| 2. Non-Audit Fee | - | - |
| 3. Name of the CPA | Details in the agenda | Mr.Yongyuth Lertsurapubul |
| 4. Registration Number of the CPA | Details in the agenda | 6770 |

In 2022, Mr.Yongyuth Lertsurapibul of Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd. was appointed as the auditor of the Company and the other three subsidiaries, i.e. Globlex Securities Company Limited, Captital One Partners Company Limited and Asia Equity Venture Company Limited. The third year of the auditor. The total audit fee paid by the Company and its subsidiaries was 3,110,000 Baht. There are no other service charges.

In 2023, the auditor of the Company and its subsidiaries under the same audit firm. Thus ensuring the financial statements are completed in a timely. Total audit fee to be incurred by the Company and its subsidiaries as proposed is 3,170,000 Baht, increase to the last year.

Last but not least, the nominated auditors have no relationships or conflict of interests with or in the Company or its subsidiaries/executives/major shareholders, including their affiliates. All the information given is to enable the shareholders to have sufficient information to decide whether the nominated person is independent enough to perform the duty as the Company's auditor.

8. To consider other business (if any)

You are therefore invited to attend the e-Meeting on the date and time specified above. The company will open for registration to attend the e-Meeting from 9:00 a.m. until the meeting time. The shareholders or proxy, in case any shareholder wishes to grant proxy to other person to attend the meeting and vote your behalf, shall comply with the process to attend the e-Meeting.

Alternatively, if you are unable to attend the AGM for the year 2023, you may grant your voting right to Miss Vilailuck Skulpakdee, Chairman of Audit and Corporate Governance Committee and Independent Director (Enclosure 8) to attend the meeting and to vote on your behalf. Please send the proxy documents to the Company by April 7, 2023 and send any questions the shareholders may have along with your name, Shareholder ID, contact information e.g. mobile phone number or email address to ir@globlexholding.co.th or postal address to: The Company Secretary, 87/2 CRC Tower, All Seasons Place, 12th Floor, Wireless Road, Lumpini, Pathumwan,

Bangkok 10330 by April 7, 2023. Shareholders can notify their intention to attend the e-Meeting in advance from March 21, 2023 to April 7, 2023 due to the Company will use the Unique Identification system i.e. "Username" and "Password" to register and count votes in the meeting. Therefore, shareholders or proxy holders must confirm their identity before attending the meeting.

Yours sincerely,

Globlex Holding Management Public Company Limited

A handwritten signature in blue ink, appearing to read 'Oran', with a stylized flourish at the end.

Mr.Oran Koochapremkit
Chairman of the Board of Directors

Contact IR: Tel. 02-672-5995 Fax. 02-672-5996 Email: ir@globlexholding.co.th

GLOBLEX HOLDING MANAGEMENT PUBLIC COMPANY LIMITED
MINUTES OF THE SHAREHOLDERS' ANNUAL GENERAL MEETING NO. 1/2022

Date, Time and Venue of the Meeting

The annual general meeting 1/2022 was held on April 19, 2022, at 10.00 a.m. The meeting will be conducted in form of electronic meeting (e-Meeting) only at Meeting Room, Globlex Holding Management Public Company Limited, 87/2 CRC Tower, All Seasons Place, 12th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok.

Commencement of the Meeting

Mr.Oran Koohapremkit took the post of the Chairman of the Meeting. The Company has conducted the meeting in form of electronic meeting (e-Meeting) according to Emergency Decree on Electronic Meetings B.E. 2020. The system used in this meeting is based on the standards of the Electronic Transactions Development Agency Shareholders attend the meeting by online 3 shareholders and by proxy representing 32 shareholders, total of 35 shareholders and total of 535,679,500 shares or 49.19% more than one-third of the Company's total issued and outstanding shares (the Company has a total of 1,089,076,392 issued and outstanding shares). Quorum was therefore constituted in accordance with the Company's articles of association. The Chairman declared the Meeting duly convened. At the beginning, the Chairman introduced the observers and the following directors to the Meeting:

Directors Attending

Totalling 5 persons. The proportion of directors attending the meeting was as 100%

- | | |
|-------------------------------|--|
| 1. Mr.Oran Koohapremkit | Chairman of the Board of Directors and Chairman of the Compensation Committee |
| 2. Miss.Vilailuck Skulpakdee | Chairman of the Audit and Corporate Governance Committee, Independent Director, Chairman of Nomination Committee and Member of the Compensation Committee |
| 3. Mr.Suporn Thammaraks | Member of the Audit and Corporate Governance Committee Independent Director, Member of the Nomination Committee and Member of the Compensation Committee |
| 4. Mr.Prachaya Kulvanichpisit | Member of the Audit and Corporate Governance Committee Independent Director, Member of the Nomination Committee and Member of the Compensation Committee |
| 5. Mr.Tharaphut Kuhapremkit | Director and Managing Director |

Directors Absent -None-

The Company has six committees, i.e. the Compensation Committee, the Nomination Committee, the Management Committee, the Investment Committee, the Operation Committee and the Corporate Risk Management Committee. The members of each committee are listed in the Annual Report. The Chairman also introduced

- | | |
|------------------------------|---|
| 1. Mr.Noppadon Sakulwattana | Deputy Vice President of Accounting and Finance Department and the Company's Secretary |
| 2. Mr.Yongyuth Lertsurapibul | Representative of Auditor in 2021 of Deloitte Touche Tohmutsu Jaiyos Audit Co., Ltd. |
| 3. Miss Chollada Thab-aiem | The legal advisor from Common Law & Associate Co., Ltd who would observe and would supervise the vote counting procedure to ensure that the vote counting conforms. |

The Chairman designated Mr.Tharaphut Kuhapremkit who is a Director and Acting Managing Director to provide details on each agenda item to the shareholders present at the meeting.

Before the Meeting began, Mr.Tharaphut Kuhapremkit explained the voting procedure through the system e-Meeting as follows:

Voting is counted for one share with one vote. If there were no votes against, no abstentions and no comments other than those proposed by the Board, the Meeting would be regarded as having approved or unanimously approved the relevant matter. In counting the votes, the votes against and abstentions would be deducted from the total votes of the shareholders present and eligible to vote. Therefore, the balance of the votes would be regarded as the votes for the relevant matter. Vote counting for the Appointment of Directors, Each shareholder may vote to appoint each of the directors individually.

After explaining the voting procedure, Mr.Tharaphut Kuhapremkit declared that the Meeting would begin considering the following agenda.

1. To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2021

Mr.Tharaphut Kuhapremkit proposed at the Meeting to certify the minutes of the Annual General Meeting of Shareholders No. 1/2021, held on April 22, 2021. A copy of those minutes was sent to the shareholders in advance, together with the convening notice for this Meeting, and has also been posted on the Company's website since March 14, 2022.

There were no questions from shareholders.

Resolution: The Meeting unanimously resolved to certify the Minutes of the Annual General Meeting of Shareholders No.1/2021, held on April 22, 2021, as detailed in the following table of votes:

| Votes | Number of votes | Percentage of the total vote cast by the shareholders present |
|----------------|-----------------|---|
| 1. Approved | 535,679,400 | 100.00 |
| 2. Disapproved | 0 | 0.00 |
| 3. Abstained | 0 | 0.00 |
| 4. Void | 0 | 0.00 |

2. To acknowledge the report of the operating results of the Company and its subsidiaries for the year 2021

Mr.Tharaphut Kuhapremkit proposed that the Meeting to consider and to acknowledge the report of the operating results of the Company and its subsidiaries for 2021. A copy of the 2021 Annual Report was sent in advance to the shareholders, together with the convening notice for this Meeting, and has been posted on the Company's website. Mr.Tharaphut Kuhapremkit summarised the operating results of the Company and its subsidiaries for 2021 as follows:

The Company is an investment holding company owning shares of other companies and is also engaged in the business of gold bar trading.

With regard to the investment business, the Company has invested in 3 subsidiaries. One is Globlex Securities Company Limited which was instrumental in getting us listed on the Stock Exchange of Thailand. Another is Capital One Partners Company Limited which is engaged in the business of financial advisory. The other is Asia Equity Venture Company Limited which is engaged in the business of co-investment in other firms.

With regard to the gold-bar trading business, The Company began trading in gold bars in 2009 for the purpose of business expansion to include a vehicle for savings in addition to the existing vehicles for investment. Nowadays, the gold-bar trading business generates the largest share of income. The Company is a member of Gold Traders Association and Thai Gem and Jewelry Association.

At the Board of Directors' Meeting of Globlex Holding Management Public Company Limited No. 5/2021 on November 10, 2021. The Board of Directors passed a resolution approving its termination of the gold bullion trading business because has decided to focus only on investing in holding companies. Therefore, the Company has decided to discontinue the Company's

engagement in the gold bullion trading business and is expected to completely cease engagement in the gold bullion trading business in December 2021.

The Company's disengagement from the gold bullion trading business will cause income from gold bullion sales to decline significantly alongside reductions in gold bullion selling costs without significant effects on the Company's profits. Furthermore, the disengagement in the gold bullion trading business will have no impact on the Company's qualifications as a listed company in the Stock Exchange of Thailand.

Trend of Securities Business

The Stock Exchange of Thailand (SET) index as of year-end 2021 stood at 1,657.62 points, up by 208.27 points from ago year, with average SET and Market for Alternative Investment (MAI) daily trading value at Baht 88,443 billion, up by 31.35% from the Baht 67,334.80 billion in 2020.

On SET index peaked at 1,660.85 points at December 30, 2021 and bottomed out at 1,425.48 points on January 4, 2021. Clients who traded securities comprised of general 46% foreign investors 37% institutional investors 7% and companies investment portfolios 10%.

In 2021, the Securities Company had average daily trading volume of Baht 2,768.32 million and 1.63% market share, rose from the last year's average daily trading volume of Baht 1,987.40 million and market share of 1.62%.

In 2021, the average daily trading volume of the securities companies increased 39% to Baht 2,768.32 million, which was a significant growth, although there were the impacts of the COVID-19 outbreak since March, 2020. However, the economic recovery momentum and the investment in the stock market remain the same until 2022, causing the value of trading per day in 2022 to grow continuously from the year 2021, which supports and brings the bright future to the securities business.

However, with the higher competition in price of the securities business, the sole reliance on brokerage income may cause an impact in the future. Therefore, regarding the operating guidelines in 2022, the asset management companies emphasize on non-brokerage income by expanding the business to the bonds in the primary market, bonds in the secondary market, and fund disposal to any asset management companies in order to generate incomes. In addition, the asset management companies must adapt themselves for the stable status by reducing expenses, controlling costs and the number of personnel to suit the proportion of income of the asset management companies, and maintaining the existing customer base appropriately based on the competition of the securities business.

Therefore, in 2021, the Company added a new investment channel. It is the first company which adopts the robot system to help in the securities trading and provides SETTrade Open API service. It is expected to attract the next generation. Regarding the investments in the form of funds, the Company still grows continuously. In 2021, Asset Under Management had grown by leaps and bounds more than 100%.

Regarding the securities analysis, the Securities Company has a support team experienced in providing service of analytic data, both the fundamentals and techniques for securities investment, with quality and in a timely manner to customers. This is to provide information to customers of Securities Company so that they can apply it to support their investment consideration that is suitable for the investment situation of each customer in each period. In 2022, the goal of the Securities Company focuses on the quality of the analysis continuously. In the meantime, the Company will prepare more securities analysis to be in line with the newly listed shares. Those interested can study the details in www.globlex.co.th. In addition, the Securities Company also provides derivative analysis reports on a daily basis, including SET50 Index Futures and Options, Gold Futures, and Single Stock Futures, in order to provide knowledge and information for supporting decisions of investment in such derivatives for customers.

To adapt and focus on the development of technology and information systems to be the right option for customers and create a new customer base, the Company has increased service channels, such as developing SETTRADE systems, adding the channel to submit MT4 for Equity command to develop into automated trading systems for interested customers, improving Stock Radar to be suitable for the use of customers requiring a new trading system, developing the Fund Connect system to respond to customers requiring investment through mutual funds in a form of Fund Market, and providing fund products for customers. In addition, regarding its implementation, AI Data System has been developed as a system for processing basic data of customers, including opening an account via online system, which is in the process of requesting for an approval from the government sector.

In addition, the Company continues focusing on seeking for revenue and creating a new customer base continuously, such as revenues from consulting fees and fees, IB Investment Advisory Department and Bond Trading Department/Secondary Market Department, seeking for credit balance customers to generate interest income on margin loans, and block trade transactions of Derivatives Department.

Operations results

Finalized from management explanation and analysis of financial status and performances in annual report 2021 as follows:

In 2021, the Company and subsidiaries generated Baht 926.81 million in total revenue, an increase of Baht 345.40 million, or by 59.41%.

Securities brokerage and derivative commissions from the Securities Company amounts Baht 455.29 million, an increase of Baht 118.08 million, or by 35.02%, due to daily trading volume increased from Baht 1,987.40 million in 2020 to Baht 2,768.32 million in 2021 and market share increased from 1.62% in 2020 to 1.63% in 2021.

Fees and services incomes from subsidiaries amounts Baht 379.83 million, an increase of Baht 210.70 million, or by 124.58%, increase from fixed income products underwrite and arrangement, bond trading in secondary market, selling agent, wealth management and financial advisory.

the Company and subsidiaries total expenses amounts Baht 720.16 million or 77.70% of total revenue, an increase of Baht 189.96 million, or by 35.83%, as a result of higher personnel expenses and higher fees and services expenses from the increase of trading securities volume.

In 2021, operations results of the Company and subsidiaries showed net profit of Baht 150.97 million, increase by Baht 110.23 million, or by 270.57% from Baht 40.74 million in 2020

Financial position

Total assets (as of end-2021) of the Company and subsidiaries stood at Baht 2,843.51 million, decrease by Baht 104.07 million, or by 3.53% from 2020, mostly from account receivables.

Total liabilities (as of end-2021) of the Company and subsidiaries stood at Baht 1,267.24 million, decrease by Baht 235.34 million, or by 15.66% from 2020, mostly from trade payables.

The shareholders' equity portion (as of end-2021) of the Company and subsidiaries stood at Baht 1,576.27 million, increase by Baht 131.28 million, or by 9.09%, from increasing of net profit.

In the part of the anti-corruption policy, the Company and subsidiary - Globlex Securities Co., Ltd. has been renewal by the Thai Institute of Directors in September 2019. Each year, the Company and the Securities Company will be a follow-up and policy review and assess the risk of various transactions to be sufficient and appropriate in an acceptable level.

There were no questions from shareholders.

3. To certify and approve the separate and consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2021.

Mr.Tharaphut Kuhapremkit proposed that the Meeting to consider and to approve the audited separate and consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2021. A copy of those financial statements was sent in advance to the shareholders, together with the convening notice for this Meeting, and also posted on the Company's website. Mr.Tharaphut Kuhapremkit summarised the audited financial statements as follows:

During the previous fiscal year, the Company and its subsidiaries, i.e. Globlex Securities Company Limited, Capital One Partners Company Limited and Asia Equity Venture Company Limited, had a consolidated financial position as follows:

(Baht: Million)

| Particulars | 2021 | 2020 | Change % |
|---------------------------|--------|-------|----------|
| Total assets | 2,844 | 2,948 | -3.53 |
| Total liabilities | 1,267 | 1,503 | -15.70 |
| Shareholders' Equity | 1,576 | 1,445 | +9.07 |
| Total income | 927 | 582 | +59.28 |
| Total expenses | 720 | 530 | +35.85 |
| Income tax expense | 42 | 13 | +223.08 |
| Discontinued operation | (14) | 2 | -800.00 |
| Net profit (loss) | 150.97 | 40.74 | +270.57 |
| Earnings (loss) per share | 0.127 | 0.040 | +217.50 |

There were no questions from shareholders.

Resolution: The Meeting unanimously resolved to approve the audited separate and consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2021, as detailed in the following table of votes:

| Votes | Number of votes | Percentage of the total vote cast by the shareholders present |
|----------------|-----------------|---|
| 1. Approved | 535,679,500 | 100.00 |
| 2. Disapproved | 0 | 0.00 |
| 3. Abstained | 0 | 0.00 |
| 4. Void | 0 | 0.00 |

4. To consider and approve dividend payment of the operating results for the year 2021.

Mr.Tharaphut Kuhapremkit told the Meeting that the Company's policy is according with Section 115 of the Public Companies Act B.E. 2535 in which requires that a company must pay dividends out of its profit only and that the company must not pay dividends if it suffers losses. Section 116 provides that the company must set aside at least five per cent of its net annual profit as the legal reserve until the legal reserve reaches 10 per cent of its registered capital.

Dividends payment policy

The company's policy is to pay dividends to shareholders of not less than 30% of the net profit in the financial statements on specific operations in each year after allocating for various reserves as required by law and company's requirement, except in the case when the company needs to boost liquidity, or expand business operations.

As for the subsidiary company such as Globlex Securities Co.,Ltd., Capital One Partners Co., Ltd. and Asia Equity Venture Co.,Ltd., the policy is to pay dividends of about 80% of the net profits for each year, except when the company needs to boost liquidity, or expand business operations.

According to the Company's operating results of the year 2021, the Company presented profit of 130.68 million Baht with the unappropriated retained earnings from year 2020 of 44.01 million Baht. The appropriation of net profit by 5% as the legal reserve amounted 6.53 million Baht. As of 31 December, 2021 the Company has accumulated the unappropriated retained earnings of 168.92 million Baht. The Company proposed to dividend payment from operating results of the year 2021 to the Shareholders at the rate of 0.11 Baht per share with the total amount of Baht 119.80 million, as 91.67% of the net profit year 2021. The names of the Shareholders entitling to receive the proposed dividend shall be record date on March 10, 2022 and the date of dividend payment will be 10 May 2022.

There were no questions from shareholders.

Resolution: The Meeting unanimously resolved to approve the dividend payment of the operating results for the year 2021 at the rate of 0.11 Baht per share with the total amount of Baht 119.80 million, as 91.67% of the net profit year 2021. The names of the Shareholders entitling to receive the proposed dividend shall be record date on March 10, 2022 and the date of dividend payment will be 10 May 2022 as detailed in the following table of votes:

| Votes | Number of votes | Percentage of the total vote cast by the shareholders present |
|----------------|-----------------|---|
| 1. Approved | 535,679,500 | 100.00 |
| 2. Disapproved | 0 | 0.00 |
| 3. Abstained | 0 | 0.00 |
| 4. Void | 0 | 0.00 |

5. To consider and to approve the appointment of directors replacing those retiring by rotation.

Mr.Oran Koohapremkit and Miss Vilailuck Skulpakdee, who are due to retire by rotation, to temporarily leave the meeting room.

Under the Public Companies Act B.E. 2535, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of three, the nearest number of 1/3 must retire by rotation. The law also provides that the drawing of lots applies for the first and second anniversaries of the company's incorporation, and for the subsequent anniversaries, the director who remains in office for the longest time must vacate the office. The Annual General Meeting of Shareholders No. 1/2022, the directors who remain in office for the longest time must vacate their office - Mr.Oran Koohapremkit and Miss Vilailuck Skulpakdee.

The Nomination Committee consists of independent directors and the Board of Directors (excluded those retiring directors) have selected the nominated persons for this time. The consideration has been careful screening procedure of the Board of Directors as the person is qualified for the position of director. The names proposed by the shareholders to consider, but there were no shareholders proposing. In addition, consider the qualifications in various fields, ability, experience and expertise in a particular professional field, including their performance as the Company's director during the past years. After due consideration, the Board of Directors proposes that the AGM to consider re-appointing the following directors who are required by law to retire by rotation to re-assume their directorship of the Company for another term: Mr.Oran Koohapremkit and Miss Vilailuck Skulpakdee.

Details on the qualifications, credentials, relevant job experience and skills of Mr.Oran Koohapremkit and Miss Vilailuck Skulpakdee are attached with the shareholders' meeting invitation notice.

There were no questions from shareholders.

Resolution: The Meeting majority resolved to approve the appointment of directors to replace those retiring by rotation, as detailed in the following table of votes:

1. Mr.Oran Koohapremkit

| Votes | Number of votes | Percentage of the total vote cast by the shareholders present |
|----------------|-----------------|---|
| 1. Approved | 535,679,500 | 100.00 |
| 2. Disapproved | 0 | 0.00 |
| 3. Abstained | 0 | 0.00 |
| 4. Void | 0 | 0.00 |

2. Miss Vilailuck Skulpakdee

| Votes | Number of votes | Percentage of the total vote cast by the shareholders present |
|----------------|-----------------|---|
| 1. Approved | 535,679,500 | 100.00 |
| 2. Disapproved | 0 | 0.00 |
| 3. Abstained | 0 | 0.00 |
| 4. Void | 0 | 0.00 |

6. To consider and approve the directors' remuneration for the year 2022.

Mr.Tharaphut Kuhapremkit declared that directors' remuneration is carefully scrutinized by the Company's remuneration committee to ensure suitability by comparing with and referring to the standard practice in the same industry while at the same time taking into consideration the facts about the business expansion and the profit growth of the Company to support decision making in this regard.

The Board meeting deemed advisable to fix directors' remuneration for the year 2022 as follows:

1. The Chairman of the Board of Directors will receive the remuneration on a monthly basis at the rate of 250,000 baht per month and the meeting allowance at the rate of 80,000 baht per month only for the month in which a meeting is held.

2. Audit committee members or independent directors will receive the meeting allowance on a monthly basis only for the month in which a meeting is held. The chairman of the audit committee will receive the meeting allowance at the rate of 25,000 baht per month and each of the audit committee members will receive the meeting allowance at the rate of 20,000 baht per month and each of independent directors will receive the meeting allowance at the rate of 20,000 baht per month. If any of audit committee members or any of independent directors holds two offices as an audit committee member-cum-independent director, that person will receive the meeting allowance of 20,000 baht per month only.

3. Total bonus for audit committee members and independent director not to exceed Baht 300,000 per annum.

4. Other benefit –No-

5. Remuneration of the Sub-Committees –No-

Other directors, who are not specified hereinabove, will not receive any monthly remuneration or meeting allowance for their office holding as the Company's directors but the pay as the Company's employees.

The details of directors' remuneration for the past year are shown in the advance notice of the AGM.

Mr.Tharaphut Kuhapremkit proposed that the Meeting to consider and to approve the directors' remuneration for 2022.

There were no questions from shareholders.

Resolution: The Meeting unanimously resolved to approve the directors' remuneration for 2022 as proposed by the Board, as detailed in the following table of votes:

| Votes | Number of votes | Percentage of the total vote cast by the shareholders present |
|----------------|-----------------|---|
| 1. Approved | 535,679,500 | 100.00 |
| 2. Disapproved | 0 | 0.00 |
| 3. Abstained | 0 | 0.00 |
| 4. Void | 0 | 0.00 |

7. To consider and to approve the appointment of the auditor and to determine the audit fee for the year 2022.

Mr.Tharaphut Kuhapremkit proposed that the Meeting consider and approve the appointment of the auditor and the audit fee for fiscal year 2022.

Since the Audit and Corporate Governance Committee considered that the proposed audit fee is appropriate, the Company proposed that Mr.Yongyuth Lertsurapibul, Certified Public Accountant No. 6770 and/or Mr.Wonlop Vilaivaravit, Certified Public Accountant No. 6797 and/or Mr.Chavala Tienpasertkij, Certified Public Accountant No. 4301 and/or Mrs. Nisakorn Songmanee, Certified Public Accountant No. 5035 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and/or the other person of the audit's company be appointed as the Company's auditor for the accounting year of 2022. The audit fee of 600,000 Baht, or 150,000 Baht per quarter, decrease from the year 2021.

In 2021, Mr.Yongyuth Lertsurapibul of Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd. was appointed as the auditor of the Company and the other three subsidiaries, i.e. Globlex Securities Company Limited, Capital One Partners Company Limited and Asia Equity Venture Company Limited. The second year of the auditor. The total audit fee paid by the Company and its subsidiaries was 3,160,000 Baht.

In 2022, the auditor of the Company and its subsidiaries under the same audit firm. Thus ensuring the financial statements are completed in a timely. Total audit fee to be incurred by the Company and its subsidiaries as proposed is 3,110,000 Baht, decrease from the year 2021. Some of the nominated auditors were previously the Company's auditors, namely Mr.Chavala Tienpasertkij was the auditor for the year 2014, 2015 and 2016, Mr.Wonlop Vilaivaravit was the auditor for the year 2017, 2018 and 2019 and Mr.Yongyuth Lertsurapibul was the auditor for the year 2020, 2021.

Last but not least, the nominated auditors have no relationships or conflict of interests with or in the Company or its subsidiaries/executives/major shareholders, including their affiliates. All the

information given is to enable the shareholders to have sufficient information to decide whether the nominated person is independent enough to perform the duty as the Company's auditor.

There were no questions from shareholders.

Resolution: The Meeting unanimously resolved to approve the appointment of the auditor and the audit fee for the year 2022, as detailed in the following table of votes:

| Votes | Number of votes | Percentage of the total vote cast by the shareholders present |
|----------------|-----------------|---|
| 1. Approved | 535,679,500 | 100.00 |
| 2. Disapproved | 0 | 0.00 |
| 3. Abstained | 0 | 0.00 |
| 4. Void | 0 | 0.00 |

8. To consider other business


- No -

Chairman of the Board of Directors said the various agendas / issues have been considered by the shareholders at the shareholders' meeting, and that no shareholder raised any further questions.

There were no questions from shareholders.

Meeting ended at 11:05 a.m.

(Signed)  Chairman of the Meeting
(Mr.Oran Koohapremkit)


(Mr.Noppadon Sakulwattana)
Secretary of the Company

Summary of work experience of the candidate for director

Name Mr. Suporn Thammaraks
Ages 69 Years
Nationality Thai
Address 13 Soi Sukumvit 15 (Ruam Jai), North Klong Toei Sub-district,
 Watthana District. Bangkok.

**Education and Training Experience**

- Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Laws, Ramkhamhaeng University
- Diploma, National Defence College The Joint State-Private Sector Course Class of 2005
- Diploma, Thai Institute of Directors Association Class 139/2010
- Governance Course for Directors and Executives state enterprise and public organization King Prajadhipok's Institute Class 8th

Training experience : -

Current Position and work experiencesListed Company

2011 - Present Audit and Corporate Governance Committee and Independent Director
 Globlex Holding Management PCL.

Non-Listed Company

2010 - Present Managing Directors, Eco Inn Co., Ltd.
 1997 - Present Chairman of the Board of Directors, Khong Rung Pathumtani Co., Ltd.
 2010 - 2012 Director, Industrial Estate Authority of Thailand
 2011 Independent Director, Globlex Securities Co., Ltd.
 2001 - 2010 Chairman of the Board of Directors, Twin Bay resort Co., Ltd.
 1981 - 2010 Directors, Manhattan Hotel Co., Ltd.

Specialization: Administration and management of service business

Type of proposed directorship: Independent Director

Date of appointment : August 10, 2011

Term of office as Director : 11 years 4 months

Securities holding in the Company : -

Direct or indirect interests in any business involving the Company or its subsidiaries : -

Conflicts of Interests in this AGM : The candidate for director replacing those retired by rotation in Agenda 5

Attendances in the meeting year 2022 : Board of Directors' Meeting and Board of Audit Committee Meeting 6/6

Summary of work experience of the candidate for director

Name Mr. Tharaphut Kuhapremkit
Ages 38 Years
Nationality Thai
Address 105/7 Moo 19, Salathammassop Sub-district,
 Thawiwatthana District, Bangkok

**Education**

- MBA Finance and Business Strategy
- SASIN Graduate Institute of Business Administration of Chulalongkorn University
- Master Degree in Investment Management CASS Business School
- Bachelor of Art in Economics Boston University

Training experience

- Directors Accreditation and Directors Certification Program, Thai Institute of Directors 2013

Current Position and work experiencesListed Company

- 2012 - Present Director and Managing Director, Globlex Holding Management PCL.

Non-Listed Company

- 2022 - Present Director, SW1 Holding Co., Ltd.
- 2022 - Present Director, SW2 Holding Co., Ltd.
- 2022 - Present Director, NW1 Holding Co., Ltd.
- 2022 - Present Director, Alpha One Project Co., Ltd.
- 2022 - Present Director, Alpha Two Project Co., Ltd.
- 2022 - Present Director, Esan Clean Energy Co., Ltd.
- 2019 - Present Director, Neversaycutz Co., Ltd.
- 2019 - Present Director, Alpha Energy Holding Co., Ltd.
- 2016 - Present Director, Bangkok Plastic Surgery Center Co., Ltd.
- 2012 - Present Director, Capital One Partners Co., Ltd.
- 2012 - Present Director, Asia Equity Ventrue Co., Ltd.
- 2009 - 2012 Vice President Investment Banking, Globlex Securities Co., Ltd.

Specialization: Administration and management of finance business

Type of proposed directorship: Executive Director

Date of appointment: March 21, 2012

Term of office as Director: 10 Years 9 months

Number of shares holding in the Company: -

Direct or indirect interests in any business involving the Company or its subsidiaries: -

Conflicts of Interests in this AGM: The candidate of director replacing those retired by rotation in Agenda 5

Attendances in the meeting year 2022: Board of Directors' Meeting 6/6



แบบฟอร์มลงทะเบียน
Registration Form

ข้าพเจ้า

I / We

อยู่บ้านเลขที่

Address

สัญชาติ

Nationality

เลขทะเบียนผู้ถือหุ้นหลักทรัพย์

Shareholder's Registration No.

เป็นผู้ถือหุ้นหลักทรัพย์ของบริษัท โกลเบิล โฮลดิ้ง แมเนจเม้นท์ จำกัด (มหาชน)
being a shareholder of Globlex Holding Management Public Company Limited

โดยผู้ถือหุ้นหลักทรัพย์จำนวนทั้งสิ้นรวม

Holding the total amount of

หุ้น

shares

หุ้นสามัญ

Ordinary share

หุ้น

shares

การประชุมสามัญผู้ถือหุ้นประจำปี 2566

The Annual General Meeting of Shareholders for the Year 2023

วันพุธที่ 19 เมษายน 2566 เวลา 10.00 น.

Wednesday, April 19, 2023 at 10.00 hrs.

ประชุมผ่านสื่ออิเล็กทรอนิกส์ รูปแบบเดียว

Electronic meeting (e-Meeting) only

ข้าพเจ้า.....เป็นผู้ถือหุ้นหลักทรัพย์ หรือผู้รับมอบฉันทะ

I / We

am/are shareholder or proxy of shareholder

ของ บริษัท โกลเบิล โฮลดิ้ง แมเนจเม้นท์ จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชน.....

of Globlex Holding Management Public Company Limited which the identification (ID) number

ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น

attend the above mentioned meeting

ลงชื่อ.....ผู้เข้าประชุม

Sign

Meeting Attendee

(.....)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหลักทรัพย์หรือผู้รับมอบฉันทะที่จะมาประชุมโปรดนำเอกสารชุดนี้มาด้วย

For your convenience, shareholders or proxy holders wishing to attend the meeting, kindly

bring this set of documents for registration

Required Documents or Evidence showing the Identity of the Shareholder Entitled to Attend the Meeting or His/her Authorised Representative

The policy of the Board of The Stock Exchange of Thailand, dated 19th February, 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. In order for the shareholders' meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the Company considers appropriate.

1. Shareholders

- 1.1 Submit and sign the Registration Form (Attachment 4)
- 1.2 Present Identification Card or Government Official Identification Card or passport (for non-Thai nationals) for registration.

2. Proxy

- 2.1 Submit and sign the Registration Form (Attachment 4)
- 2.2 Proxy holder submits the proxy form (Attachment 7) by proceeding as follow:
 - (1) Fill in the required information clearly and sign the proxy form (Attachment 7). The Company recommends shareholders use Proxy Form B and declare your vote(s) for each agenda item.
 - (1.1) **In case proxy grantor is ordinary person:**
Please enclose copies of the identification card/passport (for non-Thai nationals) of the proxy grantor.
 - (1.2) **In case proxy grantor is juristic person or custodian:**
 - (a) Please enclose copies of the Affidavit of the Juristic Person and Identification card/passport (for non-Thai nationals) of the director/s who has/have the authority to sign the proxy.
 - (b) In case proxy grantor is custodian, please enclose the Power of Attorney of shareholders to the custodian with the evidences of proxy grantor in accordance with (1.2) (a) included the letter of certification or copy of a permit to certify the permission to act as a custodian.
 - (2) Copy of the documents (1) must be certified as true. The documents from other countries please certified the signature by notary public.
 - (3) If a shareholder prefers to appoint Globlex Holding Management Public Company Limited's independent directors to be the proxy holder, please appoint Miss Vilailuck Skulpakdee, Chairman of Audit and Corporate Governance Committee and Independent Director.

A shareholder or a proxy holder to attend the e-Meeting from 9.00 a.m. on April 19, 2023 onwards.

Remarks

If the shareholder wishes to grant the proxy to the Company's Independent Director, please deliver the duly completed proxy form to Globlex Holding Management Public Company Limited at 87/2 CRC Tower, All Seasons Place, 12th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok on April 7, 2023, so that the Company's officer can examine the relevant documents and evidence as early as possible to meet the meeting time.

Articles of Association Re: Shareholders' Meeting and Voting Procedures

1. Convening procedures

Chapter 4, Article 25

To call for a shareholders' meeting, the Board of Directors must prepare a notice of meeting indicating the place, date, time, agenda and matters to be proposed to the meeting, together with appropriate details by clearly specifying that each matter is for acknowledgement, for approval or for consideration, and send the notice with the Board's opinion on those matters to the shareholders and the Registrar at least seven days before the meeting date. Not less than three days before the meeting date, the convening notice must also be published in the newspaper for at least three consecutive days.

The shareholders' meeting may be held in the locality where the Company's head office is situated or other provinces nationwide.

2. Proxy

Chapter 4, Article 26

In any shareholders' meeting, a shareholder may appoint a proxy to attend and vote at the meeting on his/her behalf. The proxy instrument must be dated and signed by the shareholder appointing the proxy and must be in the form prescribed by the registrar.

The proxy instrument must be delivered to the Board Chairman or his designated person at the meeting place before the proxy holder attends the meeting.

3. Quorum

Chapter 4, Article 27

At any shareholders' meeting, there must be at least (i) 25 shareholders holding not less than one-third of the total outstanding shares present in person or by proxy, or (ii) half of the total shareholders holding not less than one-third of the total outstanding shares present in person or by proxy, to constitute a quorum.

If quorum is not formed within an hour after the time fixed for the meeting begins, the meeting, if called at the request of the shareholders, must be dissolved. However, if that meeting is convened by any means, other than by the shareholders' request, another meeting must be called and a convening notice of the meeting must be sent to the shareholders at least seven days before the meeting date. At the re-convened meeting, no quorum is required.

The Board Chairman must act as chairman of the shareholders' meeting. If the Board Chairman is not present or is unable to perform the duty, the Deputy Chairman (if any) must serve as the chairman of the meeting. However, if the Deputy Chairman is unavailable or unable to perform the duty, the shareholders present must select one shareholder among themselves to preside over the meeting.

4. Votes

Chapter 4, Article 28

In voting at the shareholders' meeting, each shareholder has one vote for each share held. A resolution of the meeting must be adopted in the following manner:

- (1) For general matters, a majority of the votes cast by the shareholders present and eligible to vote is required. In case of equality of votes, the Chairman of the meeting has an additional vote as the casting vote.
- (2) For the following matters, three-quarters or more of the votes cast by the shareholders present and eligible to vote are required:
 - (a) sale or transfer of all or any material parts of the Company's business to a third party;
 - (b) sale or transfer of any legal entity or a private company to the Company;
 - (c) entry into, amendment or termination of a lease agreement relating to all or any material parts of the Company's business; granting of power to any person to manage the Company's business; amalgamation with any legal entity for profit-sharing purposes;
 - (d) amendment to the Articles or Memorandum of Association;
 - (e) increase or reduction in the Company's capital; issuance of debentures; or
 - (f) merger with or into any legal entity; dissolution.

5. Appointment of directors

Chapter 3, Article 12

The shareholders' meeting has the power to approve appointing a director by majority votes in accordance with the following rules and procedures:

- (1) Each shareholder has one vote for each share held.
- (2) The shareholders' meeting must vote to appoint the candidates as directors on the basis of one candidate at a time.
- (3) Any candidates obtaining the highest and secondary votes will be appointed as directors in the number equal to the vacancies available at each appointment. If the number of secondary candidates with equal votes exceeds the number of vacancies available at that appointment, the chairman of the meeting will have a casting vote.

Form of Proxy, Form B.

(This form contains the fixed details required for authorisation.)

Annexed to Notice of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at

Date Month Year

(1) I/We nationality
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code

(2) being a shareholder of Globlex Holding Management Public Company Limited, holding
shares in total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code, or

(2) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code, or

(3) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2023 to be held on Wednesday, April 19, 2023 at 10.00 a.m. The meeting will be conducted in form of electronic meeting (e-Meeting) only at Meeting Room, Globlex Holding Management Public Company Limited, 87/2 CRC Tower, All Seasons Place, 12th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

Agenda no. 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2022.

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

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

Agenda no. 2 To acknowledge the report of the operating results of the Company and its subsidiaries for the year 2022.

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

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. 3 To certify and approve the separate and consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2022.

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

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. 4 To consider and approve dividend payment of the operating results for the year 2022.

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

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. 5 To consider and approve the appointment of directors replacing those retiring by rotation.

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

(b) The proxy must cast the votes in accordance with the following instructions:

Appointment of any director(s)

Name of Director **Mr.Suporn Thammaraks**

Approve Disapprove Abstain

Name of Director **Mr.Tharaphut Kuhapremkit**

Approve Disapprove Abstain

Agenda no. 6 To consider and approve the directors' remuneration for the year 2023.

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

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. 7 To consider and approve the appointment of auditors and to determine the audit fee for the year 2023.

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

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. 8 To consider other business (if any).

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

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

Attachment to Proxy Form B.

A proxy is granted by a shareholder of Globlex Holding Management Public Company Limited.

For the Annual General Meeting of Shareholders for the year 2023 to be held on Wednesday , April 19, 2023 at 10.00 a.m. The meeting will be conducted in form of electronic meeting (e-Meeting) only at Meeting Room, Globlex Holding Management Public Company Limited, 87/2 CRC Tower, All Seasons Place, 12th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok or such other date, time and place as may be adjourned.

-
- Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
-
- Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
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 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. re: Appointment of directors (Continued)

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

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Name of Director

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Name of Director

Approve Disapprove Abstain

Form of Proxy, Form C.

(This form is used only if the shareholder is an offshore investor
who appoints a local custodian in Thailand to keep his/her shares in the custody.)

Annexed to Notice of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at

Date Month Year

(1) We located
at No., Road, Tambol/Kwaeng, Amphur/Khet
....., Province, Postal Code in our capacity as the custodian for
.....,
being a shareholder of Globlex Holding Management Public Company Limited, holding shares in total
which are entitled to cast .. votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(2) We wish to appoint

(1) age years,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code, or

(2) age years,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code, or

(3) age years,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2023 to be held on Wednesday, April 19, 2023 at 10.00 a.m. The meeting will be conducted in form of electronic meeting (e-Meeting) only at Meeting Room, Globlex Holding Management Public Company Limited, 87/2 CRC Tower, All Seasons Place, 12th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:
- Ordinary shares: shares in total, which are entitled to cast votes; and
- Preferred shares: shares in total, which are entitled to cast votes,
- Total: votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

Agenda no. 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2022.

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

(b) The proxy must cast the votes in accordance with the following instructions:

Approve with votes Disapprove with votes Abstain with votes

Agenda no. 2 To acknowledge the report of the operating results of the Company and its for the year 2022.

(a) The proxy is entitled to

(b) The proxy must cast the votes in accordance with the following instructions:

Approve with votes Disapprove with votes Abstain with votes

Agenda no. 3 To certify and approve the separate and consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2022.

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

(b) The proxy must cast the votes in accordance with the following instructions:

Approve with votes Disapprove with votes Abstain with votes

Agenda no. 4 To consider and approve dividend payment of the operating results for the year 2022.

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

cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve with votes Disapprove with votes Abstain with votes

Agenda no. 5 To consider and approve the appointment of directors replacing those retiring by rotation.

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

(b) The proxy must cast the votes in accordance with the following instructions:

Appointment of any director(s)

Name of Director **Mr.Suporn Thammaraks**

Approve with votes Disapprove with votes Abstain with votes

Name of Director **Mr.Tharaphut Kuhapremkit**

Approve with votes Disapprove with votes Abstain with votes

- Agenda no. 6 To consider and approve the directors' remuneration for the year 2023.**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

- Agenda no. 7 To consider and approve the appointment of auditors and to determine the audit fee for the year 2023.**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

- Agenda no. 8 To consider other business (if any).**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.

Attachment to Proxy Form C.

A proxy is granted by a shareholder of Globlex Holding Management Public Company Limited.

For the Annual General Meeting of Shareholders for the year 2023 to be held on Wednesday, April 19, 2023 at 10.00 a.m. The meeting will be conducted in form of electronic meeting (e-Meeting) only at Meeting Room, Globlex Holding Management Public Company Limited, 87/2 CRC Tower, All Seasons Place, 12th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok or such other date, time and place as may be adjourned.

- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
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- Agenda no. re:
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- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda no. re: Appointment of directors (Continued)

Name of Director
 Approve with votes Disapprove with votes Abstain with votes

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Profile of the Independent Director nominated as Shareholder's Proxy

Name Miss Vilailuck Skulpakdee
Ages 69 Years
Nationality Thai
Address 9 Soi Boromarajonani 74/1, Salathammasop Sub-district,
 Thawiwatthana District, Bangkok



Education

- Ph.D. Public Administration, Suan Dusit Rajabhat University
- Ph.D. Management, University of Netherlands
- Ph.D. Interdisciplinary (Accounting), University of Interdisciplinary Studies USA (UIDS)

Training experience

- Directors Accreditation Program, Thai Institute of Directors
- Leader Program, Capital Market Academy, The Stock Exchange of Thailand

Current Position and work experiences

Listed Company

- 2014 - Present Chief Executive Officer, Professional Waste Technology (1999) PCL.
- 2017 - Present Chairman of Audit and Corporate Governance Committee and Independent Director Globlex Holding Management PCL.

Non-Listed Company

- 1984 - Present President, B-Horn Co., Ltd.
- 1984 - Present President, S.V.P. Group Companies

Specialization: Accounting and Business Management

Date of appointment: January 17, 2017

Term of office as Director: 5 years 11 months

Securities holding in the Company: -

Direct or indirect interests in any business involving the Company or its subsidiaries: -

Special interests are different from other directors on every agenda proposed in this meeting: -

Position Director in other listed companies: Professional Waste Technology (1999) PCL.

Attendances in the meeting year 2022: Board of Directors' Meeting and Board of Audit Committee 6/6

The Annual Report Requisition Form

To the Shareholders

The Company's 2022 Annual Report in the form of bilingual QR Code has been enclosed with this notice to the Annual General Meeting of Shareholders.

In case that any shareholders require the complete printed of the Annual Report , containing the same information as in the QR Code, please fill and return this requisition form to the Company, or contact at Tel. 02-672-5995, Fax. 02-672-5996. The Company will send to you upon your request.

Name.....Surname.....

Address.....

.....

.....

.....

Tel. No.

Registration process through the DAP system e-Shareholder Meeting (e-Registration)

For the shareholder has used ID card to verify identity

1. Register by using QR code or Link

<https://portal.eservice.set.or.th/Account/Login?refer=QiB%2fmt6PDn4BAx0Lut9GHuIKxEOQGjG4seh5OAFbKI%2bZ7nw3nx%2bxA%3d%3d>



2. Click "New Registration"
3. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking and click "OK"
4. Enter your information.
5. Set password and confirm password
Setting password must be 8-15 characters and must contain:
 1. Uppercase letter
 2. Lowercase letter
 3. Number
6. Shareholders consent to receive documents in electronic format from the meeting organizer by marking
7. Click "Next"
8. OTP will be sent to the mobile phone number and email you have entered. Enter OTP and click "Next".
9. Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:
 1. Picture of yourself
 2. Picture of your ID card
 3. Picture of yourself holding the ID card
10. Shareholders review the registration information and securities holding information. If the information is correct, click "Submit".
11. Shareholders will receive an email. If you can't find the email, please check Junk Email or contact the Company staff.

Telephone number 02-672-5995 (7004, 7011)

For the shareholder grant proxy to the other person

1. Fill in the proxy form (Form B) and set to the Company by April 7, 2023. By specifying mobile phone and email of the proxy holder.
2. Proxies will receive an email with the initial password. Proxies will have to reset a new password before logging in to DAP e-Shareholder Meeting.

**Please keep your username and password confidential.
Your login account should never be disclosed to others.**

Process to the Meeting

1. Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company. Click the meeting link in the email received from the system or QR Code or Link:
<https://portal.eservice.set.or.th/Account/Login?refer=QiB%2fmt6PDn4BAx0Lut9GHullKxEQQGjG4seh5OAFbKI%2bZ7nw3nx%2bxA%3d%3d>



2. Enter username (email address that you have registered) and password
3. Click "Login"
4. The system will display the information that the shareholders have registered.
5. Search for the meeting by finding the company name / Meeting type etc.
6. Click "Join Meeting"
7. Agree to the terms and conditions of service by marking and click "Join Meeting".
8. Enter OTP
9. Shareholders enter the meeting via the Webex program to wait for the start of the meeting.

Download User Manual (full version)

<https://www.set.or.th/th/dap/services/e-shareholder-meeting>

Scan QR Code



DAP e-Shareholder Meeting User Manual