



# BOUND&BEYOND

Ref. BEYOND/BS-34/2025

March 24, 2025

**Subject:** Invitation to the 2025 Annual General Meeting of Shareholders (via Electronic Devices)

**To:** Shareholders

- Enclosures
1. Annual Report for the Year 2024 (Form 56-1 One Report) in QR Code format;
  2. Profiles of Directors Nominated for Re-election to Hold Directorship for Another Term;
  3. Profiles and Work Experiences of the Auditors;
  4. Documents and Evidences Required for Meeting Attendance, Vote Casting and Vote Counting;
  5. Form for Notification of Intention to Attend the 2025 Annual General Meeting of Shareholders via Electronic Devices;
  6. Information of the Company's Independent Directors Designated to be Appointed as Shareholder's Proxy, and Definition of the Company's Independent Directors;
  7. Proxy Form A., Form B., and Form C.;
  8. The Company's Articles of Association in relation to the Shareholder's Meeting;
  9. Privacy Notice on Personal Data Protection for the 2025 Annual General Meeting of Shareholders;
  10. Procedures for Attending the Meetings via Electronic Devices (Manual for Meeting System, Registration for Meeting Attendance, Meeting Attendance and Contact Information of Electronic Conferencing Service Provider).

The Board of Directors of Bound and Beyond Public Company Limited (the “**Company**”) approved the convening of 2025 Annual General Meeting of Shareholders on Thursday, April 24, 2025, at 2:00 p.m., **via electronic devices only** in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020), including other applicable laws and regulations. The Company announced the schedule and agendas of the 2025 Annual General Meeting of Shareholders through the disclosure portal of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) and website of the Company ([www.boundandbeyond.co.th](http://www.boundandbeyond.co.th)) on February 25, 2025, to consider the following 10 agendas.

**Agenda 1** **The Chairman's message**

This agenda is for the Chairman to inform the Meeting about various matters that the shareholders should be informed, which those matters have not been included as meeting agenda.

Remark: Voting is not required because this agenda is for acknowledgment.



**Agenda 2 To acknowledge the Company’s performance results for the year 2024**

**Objective and Rationale:**

Reference is made to Article 34 (1) of the Company’s Articles of Association, which stipulates that the annual general meeting of shareholders shall acknowledge the report of the Company’s performance results for the past year. In this regard, the Company has prepared the Annual Report for the year 2024 which contains details of the Company’s performance results for the year 2024, and delivered it to the shareholders along with this invitation letter for the 2025 Annual General Meeting of Shareholders. The details appear in the Annual Report for the Year 2024 (Form 56-1 One Report) in QR Code format, as Enclosure 1.

**Opinion of the Board of Directors:**

The Board of Directors has considered and opined that, it is appropriate to report to the 2025 Annual General Meeting of Shareholders about the Company’s performance results for the year 2024 for acknowledgement.

Remark: Voting is not required because this agenda is for acknowledgment.

**Agenda 3 To consider and approve the Company’s financial statements for the fiscal year ended December 31, 2024**

**Objective and Rationale:**

Reference is made to Article 34 (2) of the Company’s Articles of Association, which stipulates that the annual general meeting of shareholders shall consider the Company’s financial statements as at the end of the Company’s fiscal year (the Company’s fiscal year ends on 31 December of every year). In this regard, the Company has prepared the Company’s financial statements for the fiscal year ended December 31, 2024 which have been audited and certified by the Company’s auditor. The details appear in the Annual Report for the Year 2024 (Form 56-1 One Report) in QR Code format, as Enclosure 1, which the significant details can be summarized as follows:

Items	Consolidated Financial Statements	
	Year 2024	Year 2023
Total assets (Million Baht)	13,155.16	13,615.41
Total liabilities (Million Baht)	6,883.43	7,315.00
Total shareholders’ equity (Million Baht)	6,271.73	6,300.41
Revenue from hotel operations (Million Baht)	3,473.25	2,977.50
Net profit for the year attributable		
- owned by the Company (Million Baht)	(37.03)	158.17
Basic earnings (losses) per share (Baht/Share)	(0.13)	0.55



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### **Opinion of the Audit Committee:**

The Audit Committee has reviewed the Company's financial statements for the fiscal year ended December 31, 2024, and opined that the financial statements have been prepared in accordance with financial reporting standards correctly and completely. Therefore, it is appropriate to propose to the Board of Directors for consideration before further proposing to the 2025 Annual General Meeting of Shareholders for consideration and approval.

### **Opinion of the Board of Directors:**

The Board of Directors has considered the Company's financial statements for the fiscal year ended December 31, 2024 which have been audited and certified by the Company's auditor and have been reviewed by the Audit Committee, and agreed to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval. In this regard, the Board of Directors expresses their opinions on the financial statements in the topic "Report on the Board of Directors' Responsibilities for Financial Statements" and the Audit Committee expresses their opinions on the financial statements in the topic "Report of the Audit Committee" which appear in the Annual Report for the Year 2024 (Form 56-1 One Report) in QR Code format, as [Enclosure 1](#).

Remark: This agenda shall be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

### **Agenda 4 To acknowledge an omission of allocation of legal reserve, and approve an omission of 2024 annual dividend payment**

#### **Objective and Rationale:**

Reference is made to Article 34 (3) of the Company's Articles of Association, which stipulates that the annual general meeting of shareholders shall consider the allocation of net profit as dividend for shareholders, and Article 40 of the Company's Articles of Association, which stipulates that the payment of dividend from any type of money other than profit cannot be made and the payment of dividend is prohibited in case that the Company has accumulated losses.

For the year 2024, the Company generated net loss of 186,707,862 Baht, as appeared in the separate financial statements of the Company for the fiscal period ended December 31, 2024.

In addition, Articles 39 of the Company's Articles of Association stipulates that, the Company is required to allocate its annual net profit, after deducting accumulated losses brought forward (if any), in the amount of not less than five (5) percent as reserve fund until this fund attains an amount of not less than ten (10) percent of the registered capital.

In this regard, since the Company generated loss for the year 2024, the Company therefore omits to allocate legal reserve. Presently, the Company has registered capital of 3,098,246,510.00 Baht and had legal reserve of 263,184,205 Baht.



**The Dividend Payment Policy of the Company:**

The Company has a policy to pay dividend in normal case at the rate of 50 percent of net profit after deducting corporate income taxes, unless the Company deems it necessary to use cash for future business expansion.

**Opinion of the Board of Directors:**

The Board of Directors has considered and agreed to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of an omission of 2024 annual dividend payment since the Company generated loss for the year 2024, according to the Article of Association and the Dividend Payment Policy of the Company.

Details of payment / omission of payment of dividend	Year 2024 (Proposed year)	Year 2023
1. Net profit (loss) for the year	(186,707,862) Baht	218,838,163 Baht
2. Total number of issued shares	290,068,730 Share	290,068,604 Share
3. Dividend payment per share	Omission of payment	Omission of payment
4. Total dividend payment	Omission of payment	Omission of payment
5. Proportion of dividend from net profit (%)	-	-

Remark: This agenda shall be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 5 To consider and approve the election of directors to replace directors to be retired by rotation**

**Objective and Rationale:**

Reference is made to Article 21 of the Company’s Articles of Association, which stipulates that at every annual general meeting of shareholders, one-third of directors, who have held office for the longest time, shall be retired from office, where the retired directors can be re-elected as director. In addition, Article 34 (4) of the Company’s Articles of Association stipulates that, the annual general meeting of shareholders shall consider the election of directors to replace directors who shall be retired by rotation.

At the 2025 Annual General Meeting of Shareholders, there are 3 directors who shall be retired by rotation, as follows:

1. Mr. Chumpol Rimsakorn                      Independent Director
2. Mr. Bin Wieringa                              Independent Director
3. Mrs. Kamonwan Wipulakorn              Executive Director



**Opinion of the Nomination and Remuneration Committee (by members having no conflict of interest):**

The Company has established a policy regarding the nomination of director, by having the Nomination and Remuneration Committee (“NRC”) to be responsible for nominating the qualified persons to serve as directors, for proposing to the Board of Directors for consideration before further proposing to the shareholder meeting for consideration and approval. In this regard, the NRC has carefully considered in nominating the persons who have full qualifications in accordance with relevant laws and regulations, and are suitable to be director of the company where is publicly owned. Also, such persons must have knowledges, abilities, and experiences that will be beneficial to the business operations of the Company, and can dedicate time to fully perform the duties for the Company, so that these qualifications can support the creation of utmost benefits for the Company and shareholders. In nomination of directors, the NRC has also considered the diversity in the structure of the Board of Directors (Board Diversity). The Company has prepared the Board Skills Matrix to be used for determining the qualifications of directors that should be nominated, which the lacking necessary skills will be taken into consideration.

In this regard, the NRC had nominated the directors according to the Company’s determined process as detailed above, and opined that throughout the past period, those 3 directors who shall be retired by rotation, have qualifications in accordance with relevant laws and regulations and have qualifications appropriate to the business operations of the Company, in all respects, and have also dedicated time to perform the duties to the fullest extent for the Company in order to create utmost benefits for the Company and shareholders. Therefore, the NRC opined that it is appropriate for 3 directors to be re-elected as directors for another term.

Additionally, Mr. Chumpol Rimsakorn and Mr. Bin Wieringa have served as Independent Director of the Company for 3 years and 6 months. If these 2 independent directors have been re-elected to this position and serve the full office term, Mr. Chumpol Rimsakorn and Mr. Bin Wieringa will hold the position of Independent Director of the Company for a total of 6 years and 6 months.

The profiles of directors nominated for re-election to hold directorship for another term appear in the [Enclosure 2](#).

In addition to nomination of directors by the NRC as per the above details, the Company has provided an opportunity for shareholders to nominate qualified persons to be elected as directors at the 2025 Annual General Meeting of Shareholders. In this regard, the Company informed such invitation through the disclosure portal of the Stock Exchange of Thailand, and disclosed the criteria for proposal on the website of the Company. The shareholders are invited to propose between October 25, 2024 and January 31, 2025. However, after completing the said time frame, there is no shareholder nominating the qualified person to be elected as director as being invited by the Company.

**Opinion of the Board of Directors (by directors having no conflict of interest):**

The Board of Directors has considered the opinions of the NRC and opined that the persons nominated to this meeting have been fully considered according to the Company’s determined process. Those persons have qualifications in accordance with relevant laws and regulations and have qualifications appropriate to the business operations of the Company, in all respects. Therefore, the Board of Directors has agreed to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the re-election of **(1) Mr. Chumpol Rimsakorn, (2) Mr. Bin Wieringa**, and



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**(3) Mrs. Kamonwan Wipulakorn**, who shall be retired by rotation, to hold directorship for another term. In this respect, Mr. Chumpol Rimsakorn and Mr. Bin Wieringa will serve as Independent Director, and Mrs. Kamonwan Wipulakorn will serve as Executive Director.

Remark: This agenda shall be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, each nominated person will be voted separately.

**Agenda 6 To consider and approve the determination of remunerations for the Board of Directors and sub-committees for the year 2025**

**Objective and Rationale:**

Reference is made to Article 34 (6) of the Company's Articles of Association, which stipulates that the annual general meeting of shareholders shall consider the determination of remunerations for the Board of Directors.

**Opinion of the Nomination and Remuneration Committee**

The Company has established a policy regarding the determination of remunerations for the Board of Directors and sub-committees, by having the Nomination and Remuneration Committee ("NRC") to be responsible for considering the determination of remunerations for the Board of Directors and sub-committees, for proposing to the Board of Directors for consideration before further proposing to the shareholder meeting for consideration and approval. In this regard, the NRC has carefully considered the determination of remunerations for the year 2025 according to the criteria established by the Company, which shall take into account the various factors, covering the Company's performance results in the past year, duties and responsibilities, results of performance evaluation of the Board of Directors and sub-committees in the last year, comparative information of remunerations for the Board of Directors and sub-committees of other companies in the same industry group which have similar size, including 2025 meeting plans of the Board of Directors and each sub-committee, and trend of business expansion and profit growth of the Company for the year 2025. Then, the NRC has opined that it is appropriate to determine the remunerations for the Board of Directors and sub-committees for the year 2025 at the same rate as the remunerations for the Board of Directors and sub-committees for the year 2024.

**Opinion of the Board of Directors:**

The Board of Directors has considered the opinions of the NRC and opined that the determination of remunerations for the Board of Directors and sub-committees for the year 2025 as per opinions of the NRC is appropriate. Therefore, the Board of Directors has agreed to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the determination of remunerations for the Board of Directors and sub-committee for the year 2025, which consists of Annual Retention Fee and Meeting Allowance without other benefits, with the following details:



	Position <sup>(1)</sup>	Annual Retention Fee <sup>(2)</sup>		Meeting Allowance <sup>(3)</sup>		Other Benefits	
		(Baht/Year)		(Baht/Meeting)			
		2025 (Proposed year)	2024	2025 (Proposed year)	2024	2025 (Proposed year)	2024
<b>Board of Directors</b>	Chairman	300,000	300,000	35,000	35,000	- None-	- None-
	Director	300,000	300,000	30,000	30,000	- None-	- None-
<b>Audit Committee</b>	Chairman	200,000	200,000	- None-	- None-	- None-	- None-
	Director	200,000	200,000	- None-	- None-	- None-	- None-
<b>Executive Committee</b>	Chairman	-None-	- None-	25,000	25,000	- None-	- None-
	Director	- None-	- None-	20,000	20,000	- None-	- None-
<b>Risk Management Committee</b>	Chairman	- None-	- None-	25,000	25,000	- None-	- None-
	Director	- None-	- None-	20,000	20,000	- None-	- None-
<b>Nomination and Remuneration Committee</b>	Chairman	- None-	- None-	25,000	25,000	- None-	- None-
	Director	- None-	- None-	20,000	20,000	- None-	- None-

**Additional Information:** (1) To be exclusively paid to directors and/or members of sub-committees who are not executive.

(2) To be paid in quarterly installments.

(3) To be only paid in case of attending the meeting.

The details of remunerations paid to each director and member of sub-committee for the year 2024 appear in the topic “Information on the remunerations of each individual director for the year 2024” in the Annual Report for the Year 2024 (Form 56-1 One Report) in QR Code format, as Enclosure 1.

**Remark:** This agenda shall be approved by a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting, including abstentions from the calculation base.

**Agenda 7 To consider and approve the appointment of auditors and determination of audit fee for the fiscal year ended December 31, 2025**

**Objective and Rationale:**

Reference is made to Article 34 (5) of the Company’s Articles of Association, which stipulates that the annual general meeting of shareholders shall consider the appointment of auditors and determination of audit fee.



**Opinion of the Audit Committee:**

In considering the selection of auditors for the fiscal year ended December 31, 2025, the Audit Committee has considered and selected the auditors who have appropriate qualifications covering all aspects, which include educational qualifications, knowledges, abilities, experiences, supporting teams, and efficiencies and auditing results in the past period, especially the auditors' independence which shall not have any relationships or interests with the Company, subsidiaries, directors, executives, major shareholders, and any persons related to those persons. In this regard, the Audit Committee has opined that the auditors from Deloitte Touche Tohmatsu Jaiyos Co., Ltd., which is the audit firm certified by the Securities and Exchange Commission, have appropriate qualifications covering all aspects as specified by the Company as mentioned above, especially the qualifications about the independence, which the auditors from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. have no any relationships or interests with the Company, subsidiaries, directors, executives, major shareholders, and any persons related to those persons, so that the auditors from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. are independent in auditing and expressing opinions on the Company's financial statements. Therefore, it is appropriate to appoint the following 4 auditors from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. as the Company's auditors for the fiscal year ended December 31, 2025.

- 1. Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797,
- 2. Mr. Wee Sujarit Certified Public Accountant No. 7103,
- 3. Mr. Mongkol Somphol Certified Public Accountant No. 8444,
- 4. Ms. Porakoch Jongkolsiri Certified Public Accountant No. 7150

The profiles and work experiences of 4 auditors appear in Enclosure 3.

Additionally, the auditors from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. are new auditors proposed by the Company to be appointed as the Company's auditors at the 2025 Annual General Meeting of Shareholders, replacing the auditor from EY Office Company Limited. This change is because Deloitte Touche Tohmatsu Jaiyos Co., Ltd. proposed lower audit fee for the fiscal year ended December 31 compared to audit fee proposed by EY Office Company Limited, which is a result from the fact that EY Office Company Limited proposes to increase its audit fee from the audit fee for the fiscal year ended December 31, 2024. Aside from the audit fee, the auditors from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. have full qualifications required by the Company as specified above in similarity to the auditors from EY Office Company Limited.

Moreover, the Audit Committee has considered the audit fee for the fiscal year ended December 31, 2025, as proposed by Deloitte Touche Tohmatsu Jaiyos Co., Ltd., in the total amount of 770,000 Baht for annual and quarterly financial statements, which is not an increase from the year 2024, and opined that the rate of proposed audit fee is similar to other companies in the same industry group which have similar size.

**Comparative information on compensations paid to the auditor**

<b>Compensations paid to the auditor</b>	<b>Year 2025 (Proposed year)</b>	<b>Year 2024</b>
Audit Fee	770,000 Baht	770,000 Baht
Non-Audit Fee	-None-	-None-





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Please be further informed that, presently the Company has 7 subsidiaries. The Company has selected to use service from the same audit firm as the Company, which is Deloitte Touche Tohmatsu Jaiyos Co., Ltd., to act as auditors of 3 subsidiaries. For other 4 subsidiaries which do not have complex transactions in preparing financial statements, these 4 subsidiaries will use auditing service from other audit firms. In selecting the auditors from other auditing firms, the same criteria as for the Company will be used under selection process. In this regard, the Board of Directors will oversee to ensure that the financial statements can be prepared within the specified time period.

### **Opinion of the Board of Directors:**

The Board of Directors has considered the Audit Committee's opinions regarding the appointment of auditors and the determination of audit fees as detailed above, and agreed to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the appointment of auditors from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. as the Company's auditors for the fiscal year ended December 31, 2025, by having any one of the following auditors to audit or review and express opinions on the Company's financial statements:

1. Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797; and/or
2. Mr. Wee Sujarit Certified Public Accountant No. 7103; and/or
3. Mr. Mongkol Somphol Certified Public Accountant No. 8444; and/or
4. Ms. Porakoch Jongkolsiri Certified Public Accountant No. 7150.

Additionally, The Board of Directors has agreed to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the determination of audit fee for the fiscal year ended December 31, 2025 in the amount of 770,000 Baht.

Remark: This agenda shall be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 8 To consider and approve the decrease of the Company's registered capital in the amount of 197,559,210.00 Baht, from 3,098,246,510.00 Baht to 2,900,687,300.00 Baht, by canceling the registered-but-unissued shares of 19,755,921 shares, with a par value of 10.00 Baht**

### **Objective and Rationale:**

Reference is made to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on February 1, 2021 which approved the increase of the Company's registered capital by 3,013,334,660.00 Baht from the original registered capital of 3,013,265,180.00 Baht to 6,026,599,840.00 Baht, by issuing 301,333,466 new ordinary shares with a par value of 10.00 Baht per share, and approved the allocation of the said newly-issued ordinary shares as follows:



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1. To allocate 226,000,100 newly-issued ordinary shares for offering to existing shareholders of the Company in proportion to their respective shareholding (Right Offering). In this regard, 62,868,301 newly-issued ordinary shares had been subscribed by shareholders. As a result, there were remaining 163,131,799 newly-issued ordinary shares which had been allocated for offering to existing shareholders of the Company in proportion to their respective shareholding. In this regard, the 2023 Annual General Meeting of Shareholders, which was held on April 25, 2023, approved the decrease of the Company's registered capital by canceling the registered-but-unissued shares which were the remaining shares from such offering.

2. To allocate 75,333,366 newly-issued ordinary shares to accommodate the exercise of rights under the Warrant to Purchase the Company's Newly-issued Shares ("BEYOND-W2 Warrant"), which was approved to allocate to the Company's existing shareholders who exercised their rights to subscribe for the Company's newly-issued ordinary shares in accordance with No. 1 above by the same shareholders' meeting. Subsequently, the Company allocated BEYOND-W2 Warrants to the Company's existing shareholders, who exercised their rights to subscribe for the Company's newly-issued ordinary shares, in the amount of 20,956,084 units and allocated 20,956,084 newly-issued ordinary shares to accommodate the exercise of rights under the BEYOND-W2 Warrant. Therefore, there were remaining 54,377,282 shares which were not allocated. In this regard, the 2023 Annual General Meeting of Shareholders, which was held on April 25, 2023, approved the decrease of the Company's registered capital by canceling the registered-but-unissued shares which were the remaining shares from such allocation.

BEYOND-W2 warrants expired on August 31, 2024, with remaining 19,755,921 shares to accommodate the exercise of BEYOND-W2 warrants. This was because BEYOND-W2 warrant holders did not exercise their rights or did not exercise their rights in full.

### **Opinion of the Board of Directors:**

The Board of Directors has considered and agreed to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the decrease of the Company's registered capital in the amount of 197,559,210.00 Baht, from 3,098,246,510.00 Baht to 2,900,687,300.00 Baht, by canceling the registered-but-unissued shares of 19,755,921 shares, with a par value of 10.00 Baht, which are the remaining shares from the allocation to accommodate the exercise of right under the BEYOND-W2 Warrants.

Remark: This agenda shall be approved by a vote of no less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions from the calculation base.

### **Agenda 9 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in order to be in line with the decrease of registered capital**

In order to be in line with the decrease of the Company's registered capital, as proposed in Agenda 8, the 2025 Annual General Meeting of Shareholders will be proposed to consider the amendment to Clause 4 of the Company's Memorandum of Association, by canceling the existing text and being replaced by the new text as follows:



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<b>Clause 4</b>	Registered Capital	2,900,687,300.00 Baht	(Two Thousand Nine Hundred Million Six Hundred and Eighty-Seven Thousand Three Hundred Baht)
	Divided into	290,068,730 Shares	(Two Hundred and Ninety Million Sixty-Eight Thousand Seven Hundred and Thirty shares)
	Par Value	10 Baht	(Ten Baht)
	Consisting of		
	Ordinary Share	290,068,730 Shares	(Two Hundred and Ninety Million Sixty-Eight Thousand Seven Hundred and Thirty shares)
	Preferred Share	- shares	( - )

### **Opinion of the Board of Directors:**

The Board of Directors has considered and agreed to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the amendment to Clause 4 of the Company's Memorandum of Association in order to be in line with the decrease of Company's registered capital, and approval for the persons, which will be assigned by the authorized directors of the Company to proceed with the registration of the amendment to the Memorandum of Association as proposed in this agenda, at the Department of Business Development, Ministry of Commerce, to have authority to revise and modify wording or take any necessary actions to comply with the registrar's instructions.

Remark: This agenda shall be approved by a vote of no less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions from the calculation base.

### **Agenda 10 Other matters (if any)**

The Company has provided the opportunity for shareholders to propose additional agenda for the 2025 Annual General Meeting of Shareholders in advance of the meeting date. In this regard, the Company informed such invitation through the disclosure portal of the Stock Exchange of Thailand, and disclosed the criteria for proposal on the website of the Company. The shareholders are invited to propose between October 25, 2024 and January 31, 2025. However, after completing the said time frame, there is no shareholder proposing additional agenda as being invited by the Company. However, according to the Section 105 of the Public Limited Companies Act, B.E. 2535 (1992), the shareholders, who collectively hold the shares of not less than one-third of the total number of issued shares of the Company, can request for the shareholder meeting to consider the matter other than those specified in the invitation letter.

### **Additional Information for Shareholders:**

1. The Record Date for determining the shareholders entitled to attend the 2024 Annual General Meeting of Shareholders is set on March 11, 2025.
2. The 2025 Annual General Meeting of Shareholders will be held via electronic devices only. The registration for meeting attendance, meeting, vote casting and vote counting will be carried out through electronic system only. There is no preparation of a venue or conference room to accommodate the shareholders or the meeting.
3. For shareholders who wish to attend the meeting in person or by proxy, please study additional information from Enclosure 4, which explains about the documents and evidences required for meeting attendance, vote casting and vote counting, including the Company's address for submitting the required documents and evidences.



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In this regard, the shareholders can submit the documents and evidences for expressing their intention to attend the meeting to the Company from March 24, 2025 until 4:30 p.m. on April 23, 2025, so that the officers have sufficient time for reviewing documents and evidences.

Please be invited to attend the 2025 Annual General Meeting of Shareholders on Thursday, April 24, 2025, at 2:00 p.m., via electronic devices only.

**Yours faithfully,**

**Bound and Beyond Public Company Limited**

(Mr. Sadawut Taechaubol)

Chairman of the Board of Directors

**For more information, please contact:**

**Company Secretary Department:**

Tel. 02-028-2626 Ext. 9102

**Investor Relations Department:**

Tel. 02-028-2626 Ext. 9415

**Profiles of Directors Nominated  
for Re-election to Hold Directorship for Another Term**

**1. Mr. Chumpol Rimsakorn**

**Age:** 64 years  
**Nationality:** Thai  
**Proposed type of director:** Independent Director / Non-Executive Director  
**Appointment date as director:** October 7, 2021  
**Number of years serving as director:** 3 years 6 months



**Current positions:**

- Director (October 7, 2021 – Present)
- Chairman of the Audit Committee (October 7, 2021 – Present)

**Attendance of the Board of Directors' and/or sub-committees' meeting in the past year:**

- Board of Directors 5/5 (100%)
- Audit Committee 7/7 (100%)

**Direct and indirect shareholding in the Company (As of December 31, 2024):**

-None-

**Relationship with directors and executives:**

-None-

**Five-years past of being punished due to the offense under the securities and exchange laws and derivatives laws:**

-None-

**Holding positions of director / executive in other companies which may cause conflicts of interest, or that are in business competition with the Company:**

-None-

**Education:**

- Master's degree in Public and Private Management, The National Institute of Development Administration (NIDA)
- Bachelor's degree in Laws, Ramkhamhaeng University

**Training with Thai Institute of Directors (IOD) and other institutions or organizations:**

- Ethical Leadership Program, Year 2021
- Risk Management Program for Corporate Leaders Program, Year 2020
- IT Governance and Cyber Resilience Program, Year 2018
- Advanced Audit Committee Program, Year 2016
- Role of the Chairman Program, Year 2016
- Financial Statements for Directors Program, Year 2016
- Director Certification Program, Year 2016
- Roles and Duties of the Audit Committee in Corporate Governance, The Securities and Exchange Commission



**Current positions in other listed companies:**

2024 – Present	<ul style="list-style-type: none"><li>• Chairman</li><li>• Member of Nomination and Remuneration Committee</li></ul>	Global Consumer Public Company Limited
2022 – Present	<ul style="list-style-type: none"><li>• Independent Director</li><li>• Member of the Audit Committee</li><li>• Member of Nomination and Remuneration Committee</li></ul>	MFC Asset Management Public Company Limited
2021 – Present	<ul style="list-style-type: none"><li>• Independent Director</li><li>• Member of the Audit Committee</li><li>• Member of Risk Management Committee</li></ul>	Don Muang Tollway Public Company Limited

**Current positions in other non-listed companies or organizations:**

2022 – Present	Chairman	D P Survey and Law Co., Ltd.
2022 – Present	Director	TIP ISB Co., Ltd.
2022 – Present	<ul style="list-style-type: none"><li>• Director</li><li>• Chairman of the Risk Management Committee</li></ul>	Insurverse Public Company Limited
2022 – Present	<ul style="list-style-type: none"><li>• Chairman</li><li>• Chairman of the Audit Committee</li></ul>	Forth Vending Co., Ltd.

**Five-years past experiences or remarkable positions:**

2018 – 2021	Director	PTT Public Company Limited
2018 – 2021	Director	Don Muang Tollway Public Company Limited
2017 – 2021	Director	TMB Thanachart Bank Public Company Limited
2015 – 2021	Deputy Permanent Secretary	Ministry of Finance
2016 – 2018	Director	Electricity Generating Authority of Thailand
2014 – 2018	Managing Director	Tobacco Authority of Thailand



**2. Mr. Bin Wieringa**

**Age:** 38 years  
**Nationality:** Thai  
**Proposed type of director:** Independent Director / Non-Executive Director  
**Appointment date as director:** October 7, 2021  
**Number of years serving as director:** 3 years 6 months



**Current positions:**

- Director (October 7, 2021 – Present)
- Member of the Audit Committee (October 7, 2021 – Present)
- Member of the Nomination and Remuneration Committee (October 7, 2021 – Present)

**Attendance of the Board of Directors' and/or sub-committees' meeting in the past year:**

- Board of Directors 5/5 (100%)
- Audit Committee 7/7 (100%)
- Nomination and Remuneration Committee 2/2 (100%)

**Direct and indirect shareholding in the Company (As of December 31, 2023):**

-None-

**Relationship with directors and executives:**

-None-

**Five-years past of being punished due to the offense under the securities and exchange laws and derivatives laws:**

-None-

**Holding positions of director / executive in other companies which may cause conflicts of interest, or that are in business competition with the Company:**

-None-

**Education:**

- Bachelor's degree in Bio – Medical Science, Mahidol University

**Training with Thai Institute of Directors (IOD) and other institutions or organizations:**

- Director Accreditation Program, Year 2011

**Current positions in other listed companies:**

-None-

**Current positions in other non-listed companies or organizations:**

2021 – Present                      Director                      Evolution Payments Limited



**Five-years past experiences or remarkable positions:**

2021 – 2023	Director	Sirius Technologies (Thailand) Co., Ltd.
2019 – 2021	<ul style="list-style-type: none"><li>• Director</li><li>• Member of the Audit Committee</li><li>• Member of the Nomination and Remuneration Committee</li></ul>	MFC Asset Management Public Company Limited
2011 – 2021	Director	Thai Instant Products Co., Ltd.
2018 – 2021	Director	Minute Videos Pte., Ltd.
2018 – 2020	Advisor	Siam Piwat Co., Ltd.
2011 – 2018	Manager	Bain & Company Southeast Asia Limited





**3. Mrs. Kamonwan Wipulakorn**

**Age:** 62 years  
**Nationality:** Thai  
**Proposed type of director:** Executive Director  
**Appointment date as director:** February 23, 2021  
**Number of years serving as director:** 4 years 2 months



- Current positions:**
- Director (February 23, 2021 – Present)
  - Member of the Executive Committee (October 15, 2021 – Present)
  - Member of the Risk Management Committee (November 12, 2021 – Present)
  - Managing Director (October 15, 2021 – Present)

**Attendance of the Board of Directors' and/or sub-committees' meeting in the past year:**

- Board of Director 5/5 (100%)
- Executive Committee 15/15 (100%)
- Risk Management Committee 2/2 (100%)

**Direct and indirect shareholding in the Company (As of December 31, 2023):**

-None-

**Relationship with directors and executives:**

-None-

**Five-years past of being punished due to the offense under the securities and exchange laws and derivatives laws:**

-None-

**Holding positions of director / executive in other companies which may cause conflicts of interest, or that are in business competition with the Company:**

-None-

**Education:**

- Master's degree in Business Administration (Finance), Western Illinois University, USA
- Bachelor's degree in International Relations, Chulalongkorn University
- Harvard Executive Program, Harvard Business School, Harvard University, USA
- Stanford Executive Program, Stanford Center for Professional Development, Stanford University, USA

**Training with Thai Institute of Directors (IOD) and other institutions or organizations:**

- The Board's Roles in Climate Governance, Year 2024
- Information Security Workshop Including Annual Information Security Policy Risk Picture, Year 2023
- Role of Chairman Program, Year 2023
- Risk Management Program for Corporate Leaders, Year 2023
- Ethical Leadership Program, Year 2023
- Board Nomination and Compensation Program, Year 2023



- Director’s Briefing: Geopolitical Risk and Opportunity Program, Year 2022
- The Board’s Role in Mergers and Acquisitions Program, Year 2022
- Director Leadership Certification Program, Year 2021
- Tourism Management Program for Executives Thai Services, Year 2019
- Top Executive Program for Creative & Amazing, Year 2019
- Board that Make a Difference Program, Year 2018
- Advanced Audit Committee Program, Year 2018
- Strategic Board Master Class Retreat Program, Year 2017
- Chief Executive Program, Year 2014, Capital Market Academy
- Director Certification Program Update, Year 2014
- Director Certification Program, Year 2009
- Diploma Examination Program, Year 2009

**Current positions in other listed companies:**

Mar. 2023 – Present	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Member of the Audit Committee</li> <li>• Chairman of the Nomination and Remuneration Committee</li> </ul>	True Corporation Public Company Limited
2019 – Present	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Chair of the Audit Committee</li> <li>• Member of the Human Resource Committee</li> </ul>	Star Petroleum Refining Public Company Limited

**Current positions in other non-listed companies or organizations:**

June 2024 – Present	Director	Beyond Original Co., Ltd.
2023 – Present	Director	PDI Materials Co., Ltd.
2022 – Present	Director	Sathon Project One Co., Ltd.
2021 – Present	Director	Urban Resort Hotel Co., Ltd.
2021 – Present	Director	Waterfront Hotel Co., Ltd.
2020 – Present	Director	Orbit Campus Co., Ltd.

**Five-years past experiences or remarkable positions:**

2020 – Aug. 2023	Chairman of the Board of Directors	dtac TriNet Co., Ltd.
2017 – Feb. 2023	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Chair of the Audit Committee</li> </ul>	Total Access Communication Public Company Limited



## BOUND&BEYOND

Enclosure 2

2014 – Feb. 2023	<ul style="list-style-type: none"><li>• Independent Director</li><li>• Member of the Corporate Governance Committee</li></ul>	Total Access Communication Public Company Limited
2014 – 2020	Member of the Remuneration Committee	Total Access Communication Public Company Limited
Feb. 2021 – Oct. 14, 2021	<ul style="list-style-type: none"><li>• Independent Director</li><li>• Member of the Audit Committee</li><li>• Chairman of the Nomination and Remuneration Committee</li></ul>	Bound and Beyond Public Company Limited
2018 – 2019	Director	Origin Property Public Company Limited
2011 – 2019	<ul style="list-style-type: none"><li>• Director</li><li>• President</li></ul>	The Erawan Group Public Company Limited



**Profiles and Work Experience of Auditors**

**1. Mr. Wonlop Vilaivaravit**

Deloitte Touche Tohmatsu Jaiyos Co., Ltd. (Partner)

Certified Public Accountant No. 6797

**Profiles and Work Experience**

- Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor
- Academic Qualification :
  - Bachelor's degree in Accounting, Assumption University
  - Director Accreditation Program (DAP), Class 116/2015, by the Thai Institute of Directors Association (IOD)
  - Senior Executive Program (CMA), Class 27/2019, by the Capital Market Academy
  - Top Executive Program in Commerce and Trade (TEPCoT), Class 15/2023, by the University of the Thai Chamber of Commerce
- Work Experience : He is a member of the Federation of Accounting Professions under the Royal Patronage, with extensive work experience in auditing and consulting for various companies, including listed companies in the Stock Exchange of Thailand and multinational corporations across multiple industries such as energy, electricity and utilities, manufacturing, and automotive industry.
- Relationship with or interest in (except for the audit service) the Company, subsidiaries, directors, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : - None -
- Contact Details : Deloitte Touche Tohmatsu Jaiyos Co., Ltd.  
AIA Sathorn Tower, 23<sup>rd</sup> – 27<sup>th</sup> Floor  
No. 11/1, South Sathorn Road, Yannawa Sub-district,  
Sathorn District, Bangkok 10120  
Telephone: 02-034-0000 Fax: 02-034-0100



**Profiles and Work Experience of Auditors**

**2. Mr. Wee Sujarit**

Deloitte Touche Tohmatsu Jaiyos Co., Ltd. (Partner)

Certified Public Accountant No. 7103

**Profiles and Work Experience**

Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor

Academic Qualification : 

- Master's degree in Business Administration, Hult International Business School, USA
- Bachelor's degree in Accounting, Faculty of Commerce and Accountancy, Thammasat University

Work Experience : He is a member of the Federation of Accounting Professions under the Royal Patronage, with extensive experience in auditing and consulting for various companies, including listed companies in the Stock Exchange of Thailand and multinational corporations across multiple industries such as consumer goods, technology, and manufacturing industry. Additionally, he is the Certified Public Accountant of the California State, USA, and member of the American Institute of Certified Public Accountants.

Relationship with or interest in (except for the audit service) the Company, subsidiaries, directors, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : - None -

Contact Details : Deloitte Touche Tohmatsu Jaiyos Co., Ltd.  
AIA Sathorn Tower, 23<sup>rd</sup> – 27<sup>th</sup> Floor  
No. 11/1, South Sathorn Road, Yannawa Subdistrict,  
Sathorn District, Bangkok 10120  
Telephone: 02-034-0000 Fax: 02-034-0100



**Profiles and Work Experience of Auditors**

**3. Mr. Mongkol Somphol**

Deloitte Touche Tohmatsu Jaiyos Co., Ltd. (Partner)

Certified Public Accountant No. 8444

**Profiles and Work Experience**

- Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor
- Academic Qualification : Bachelor's degree in Accounting, University of the Thai Chamber of Commerce
- Work Experience : He is a member of the Federation of Accounting Professions under the Royal Patronage, with extensive experience in auditing and consulting for various companies, including listed companies in the Stock Exchange of Thailand and multinational corporations across multiple industries such as petrochemical, energy, electricity and utilities, manufacturing, and automotive industry.
- Relationship with or interest in (except for the audit service) the Company, subsidiaries, directors, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : - None -
- Contact Details : Deloitte Touche Tohmatsu Jaiyos Co., Ltd.  
AIA Sathorn Tower, 23<sup>rd</sup> – 27<sup>th</sup> Floor  
No. 11/1, South Sathorn Road, Yannawa Subdistrict,  
Sathorn District, Bangkok 10120  
Telephone: 02-034-0000 Fax: 02-034-0100



**Profiles and Work Experience of Auditors**

**4. Ms. Porakoch Jongkolsiri**

Deloitte Touche Tohmatsu Jaiyos Co., Ltd. (Partner)

Certified Public Accountant No. 7150

**Profiles and Work Experience**

- Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor
- Academic Qualification :
  - Master's degree in Business Administration, National Institute of Development Administration
  - Bachelor's degree in Accounting, Faculty of Commerce and Accountancy, Thammasat University
- Work Experience : She is a member of the Federation of Accounting Professions under the Royal Patronage, with extensive experience in auditing and consulting for various companies, including listed companies on the Stock Exchange of Thailand and multinational corporations across multiple industries such as automotive, transportation, and food and service industry. Additionally, she is member of the investigation sub-committee of the Federation of Accounting Professions under the Royal Patronage.
- Relationship with or interest in (except for the audit service) the Company, subsidiaries, directors, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : - None -
- Contact Details : Deloitte Touche Tohmatsu Jaiyos Co., Ltd.  
AIA Sathorn Tower, 23<sup>rd</sup> – 27<sup>th</sup> Floor  
No. 11/1, South Sathorn Road, Yannawa Subdistrict,  
Sathorn District, Bangkok 10120  
Telephone: 02-034-0000 Fax: 02-034-0100



**Documents and Evidences Required for Meeting Attendance,  
Vote Casting and Vote Counting**

**Documents and Evidences required for Meeting Attendance**

The shareholder who wishes to attend the 2025 Annual General Meeting of Shareholders, which will be held via electronic devices only, is requested to notify the Company about his/her intention in advance of the meeting, by submitting the following documents and evidences to the Company:

**1. Form for Notification of Intention to Attend the 2025 Annual General Meeting of Shareholders via Electronic Devices** (Enclosure 5) which is filled in completely, and

**2. The documents and evidences for registering to attend the meeting**, as follows:

**(1) To attend the meeting by shareholder:**

Please submit the copy of valid personal card of the shareholder issued by the governmental authorities, such as identification card, driving license or passport which is certified true by the shareholder.

**(2) To attend the meeting by proxy:**

The shareholder who cannot attend the meeting is entitled to appoint the following persons as his/her proxy to attend the meeting and vote on his/her behalf.

(1) Any person as shareholder deems appropriate, or

(2) Independent Directors of the Company. **Information of Independent Directors designated to be Proxy of Shareholders, and Definition of Independent Directors of the Company** are detailed in Enclosure 6. In this case, shareholder is not required to submit **Form for Notification of Intention to Attend the 2025 Annual General Meeting of Shareholders via Electronic Devices**, as required in Clause 1.

The Company has provided 3 Proxy Forms in accordance with the forms specified by the Department of Business Development, Ministry of Commerce. The details are appeared in Enclosure 7.

**Proxy Form A.** is the general form that is simple and uncomplicated.

**Proxy Form B.** is the explicit form that sets out specific details of authorization.

**Proxy Form C.** is the form to be used specifically by shareholder being foreign investor who has appointed Custodian in Thailand to be his/her share depository.

The Proxy Form B. has been delivered together with the Invitation Letter of the 2025 Annual General Meeting of Shareholders. Also, shareholder can download Proxy Form A., Form B., and Form C. from the Company's website at <https://www.boundandbeyond.co.th/en/home>, from March 24, 2025. The shareholders can also request for Proxy Form A., Form B., and Form C. in documentary form (hard copy) from the Company by notifying via email of the Company Secretary Department at [Comsec@boundandbeyond.co.th](mailto:Comsec@boundandbeyond.co.th), from March 24, 2025.





**(2.1) Shareholder is natural person**

Please submit the following documents and evidences to the Company:

- Proxy Form A. or Proxy Form B. which is filled in completely and signed by the shareholder and the proxy, and affixed with THB 20 duty stamp;
- A copy of valid personal card of the shareholder issued by the governmental authorities, such as identification card, driving license or passport which is certified true by the shareholder; and
- A copy of valid personal card of the proxy issued by the governmental authorities, such as identification card, driving license or passport which is certified true by the proxy.

**(2.2) Shareholder is juristic person**

Please submit the following documents and evidences to the Company:

- Proxy Form A. or Proxy Form B. which is filled in completely, and signed by the authorized representative together with its seal affixing (if any) and the proxy, and affixed with THB 20 duty stamp;
- A copy of the affidavit or registration certificate of the juristic person issued by the Ministry of Commerce or other relevant authorities no later than 6 months before the meeting date, which is certified true by the authorized representative and affixed with its seal (if any);
- A copy of valid personal card of the authorized representative who has signed in the proxy form, which issued by the governmental authorities, such as identification card, driving license or passport that is certified true by such person;
- A copy of valid personal card of the proxy issued by the governmental authorities, such as identification card, driving license or passport which is certified true by the proxy.

**(2.3) Custodian**

Please submit the following documents and evidences to the Company:

- Proxy Form A., Form B. or Form C. which is filled in completely and signed by the authorized representative of Custodian together with its seal affixing (if any) and the proxy, and affixed with THB 20 duty stamp;
- A copy of the affidavit or registration certificate of the juristic person of Custodian issued by the Ministry of Commerce or other relevant authorities no later than 6 months before the meeting date, which is certified true by the authorized representative of Custodian and affixed with its seal (if any);
- A copy of documentary evidence certifying the operation of Custodian business, which is certified true by the authorized representative of Custodian and affixed with its seal (if any);



- A copy of valid personal card of the authorized representative of Custodian who has signed in the proxy form, which issued by the governmental authorities, such as identification card, driving license or passport that is certified true by such person;

- The Power of Attorney prepared by shareholder for authorizing Custodian to sign the proxy form on his/her behalf. It must be enclosed by the shareholder's personal card as supporting documents for such Power of Attorney, which is certified true by the shareholder; and

- A copy of valid personal card of the proxy issued by the governmental authorities, such as identification card, driving license or passport which is certified true by the proxy

In case of changing the name or surname so that it differs to the name or surname showing in the required documents or evidences, the certificate of change of name or surname shall be enclosed. In addition, if the required documents or evidences had been prepared in foreign language which is not English or Thai, it must be enclosed by English or Thai translation for the above documents which is certified true by the shareholder or authorized representative and affixed with its seal (if any).

Please submit the documents and evidences required for meeting attendance as detailed above to:

(1) Head Office of the Company at:

**Company Secretary Department**

**Bound and Beyond Public Company Limited**

**Sindhorn Tower 2, 15<sup>th</sup> Floor, No. 130 – 132, Wireless Road,**

**Lumpini Sub-District, Pathumwan District, Bangkok 10330, or**

(2) Email of Company Secretary Department, to [Comsec@boundandbeyond.co.th](mailto:Comsec@boundandbeyond.co.th). In case that shareholder submits the proxy form to the Company via email, the shareholder is required to submit the original document to the Company at the above address as well,

From **March 24, 2025 to 4.30 p.m. of April 23, 2025** in order to provide sufficient time for the Company's staff to verify the documents and evidences.

After the Company completes the verification of name of shareholders as of March 11, 2025 which is the Record Date for determining the shareholders entitled to attend the 2025 Annual General Meeting of Shareholders. The electronic conferencing service provider will send the Web Link for the meeting, Username and Password, together with meeting manual, to the shareholder or proxy at least 1 day in advance of the meeting date, via email that the Company is informed. Please study the meeting manual attentively. In case that the shareholder or proxy have not received such email from the electronic conferencing service provider by 6:00 p.m. of April 23, 2025, please contact the Company immediately at [Comsec@boundandbeyond.co.th](mailto:Comsec@boundandbeyond.co.th)



The registration for meeting attendance will be commenced from 1:00 p.m., however, the streaming live will be commenced at 2:00 p.m.

**Vote Casting and Vote Counting**

1. Since this meeting will be conducted via electronic devices only, the ballots for vote casting will not be printed.

2. In cases where shareholder has already indicated his/her intention of vote in Proxy Form B. or Form C., as the case may be, the officer will record the votes as specified in the proxy form at the time of registration for meeting attendance. The proxy will not be able to vote again.

3. The shareholder or proxy shall vote in one way only: “**Agree**”, “**Disagree**” or “**Abstain**”, except in the case of Custodian who can split the votes. In addition, if the shareholder or proxy do not vote in any agenda, the system will automatically consider that shareholder or proxy has voted “**Agree**”.

4. Each agenda shall be approved by the following votes:

(1) In normal case, the resolution for each agenda requires the simple majority votes of the shareholders attending the meeting and casting their votes.

(2) In other cases where there are relevant laws or Articles of Associations of the Company requiring difference from normal case, these agendas shall be approved by the votes as required by relevant laws or Articles of Associations of the Company. The Chairman of the Meeting or the Secretary to the Meeting will notify to shareholders before voting in each agenda.



**แบบฟอร์มแจ้งความประสงค์เข้าร่วมการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ผ่านสื่ออิเล็กทรอนิกส์**

เขียนที่.....

วันที่.....เดือน.....พ.ศ.....

ข้าพเจ้า ..... สัญชาติ .....

ที่อยู่เลขที่ ..... ถนน ..... ตำบล/แขวง .....

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

เลขทะเบียนผู้ถือหุ้น ..... เป็นผู้ถือหุ้นของ บริษัท เบาต์ แอนด์ บียอนด์ จำกัด (มหาชน)

โดยถือหุ้นจำนวนรวมทั้งสิ้น ..... หุ้น

ข้าพเจ้าขอแจ้งความประสงค์เข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2568 ผ่านสื่ออิเล็กทรอนิกส์ ในวันพฤหัสบดีที่ 24 เมษายน 2568 เวลา 14.00 นาฬิกา โดย

เข้าร่วมประชุมด้วยตนเอง โดยขอให้บริษัทฯ จะจัดส่งเว็บลิงค์ (Web Link) สำหรับการเข้าร่วมประชุม รวมถึง ชื่อผู้ใช้ (Username) และรหัสผ่าน (Password) พร้อมทั้งคู่มือการใช้งานระบบประชุมผ่านสื่ออิเล็กทรอนิกส์ ไปยังอีเมลของข้าพเจ้าที่ (โปรดระบุอย่างชัดเจน) .....

มอบฉันทะให้ (ชื่อ – สกุล) .....

เข้าร่วมประชุมแทนข้าพเจ้า โดยขอให้บริษัทฯ จะจัดส่งเว็บลิงค์ (Web Link) สำหรับการเข้าร่วมประชุม รวมถึง ชื่อผู้ใช้ (Username) และรหัสผ่าน (Password) พร้อมทั้งคู่มือการใช้งานระบบประชุมผ่านสื่ออิเล็กทรอนิกส์ ไปยัง อีเมลของผู้รับมอบฉันทะที่ (โปรดระบุอย่างชัดเจน) .....

ลงชื่อ.....ผู้ถือหุ้น

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

(.....)

**หมายเหตุ:**

ผู้ให้บริการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ จะจัดส่งเว็บลิงค์ (Web Link) สำหรับการเข้าร่วมประชุม รวมถึงชื่อผู้ใช้ (Username) และรหัสผ่าน (Password) พร้อมทั้งคู่มือการใช้งานระบบประชุมผ่านสื่ออิเล็กทรอนิกส์ ไปยังอีเมลที่ท่านได้แจ้งไว้กับบริษัทฯ โดยจะส่งไปให้ท่านล่วงหน้าอย่างน้อย 1 วัน ก่อนวันประชุม บริษัทฯ ขอแนะนำให้ท่านศึกษาคู่มือการใช้งานระบบการประชุมผ่านสื่ออิเล็กทรอนิกส์อย่างละเอียด ในกรณีที่ยังไม่ได้รับอีเมลจากผู้ให้บริการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ภายในเวลา 18.00 น. ของวันที่ 23 เมษายน 2568 โปรดติดต่อบริษัทฯ ที่ที่อีเมล [Comsec@boundandbeyond.co.th](mailto:Comsec@boundandbeyond.co.th)



**Information of the Company's Independent Directors Designated to be Appointed as  
Shareholder's Proxy, and Definition of the Company's Independent Directors**

**Name** : **Dr. Kurujit Nakornthap**

**Position** : Independent Director / Member of the Audit Committee

**Age** : 69 years

**Address** : Sindhorn Tower 2, 15<sup>th</sup> Floor, No. 130 – 132, Wireless Road, Lumpini  
Sub-district, Pathumwan District, Bangkok 10330

**Special conflict of  
interest in agenda** : Having no special conflict of interest in relation to all agendas (agenda 1 – 10)

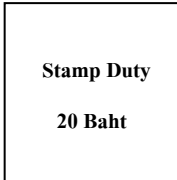
**Remark:**

The profile of the above independent director appears in the Attachment 1 of the Annual Report for the Year 2024 (Form 56-1 One Report) in QR Code format, as Enclosure 1.

**Definition of Independent Director of the Company**

Independent directors of the Company are independent from the Management and major shareholder, including having the qualifications of independent director as specified by the Company, which are more stringent than the criteria of the Capital Market Supervisory Board. The Company determines the definition of independent director which will be used as qualifications for independent director as follows:

1. Holding no more than 0.5 percent of the total voting shares in the Company, parent company, subsidiary, associated company, major shareholder or controlling person. This shareholding shall collectively include the shares held by his/her related persons.
2. Neither being nor used to be the executive director, worker, employee, salaried consultant, or controlling person of the Company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder, in the past 2 years.
3. Must not be the person related by blood or legal registration as father, mother, spouse, sibling, child, and spouse of child of directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling person of the Company or subsidiary.
4. Neither having nor used to have a business relationship with the Company, parent company, subsidiary, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiary, associated company, major shareholder or controlling person, in the past 2 years.
5. Neither being nor used to be the auditor of the Company, parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the audit firms where employ auditors of the Company, parent company, subsidiary, associated company, major shareholder or controlling person, in the past 2 years.
6. Neither being nor used to be the provider of any professional services including legal advisor or financial advisor receiving service fees in the amount of exceeding 2 million baht per year from the Company, parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, in the past 2 years.
7. Must not be a director appointed as representative of the Company's directors, major shareholder or shareholder related to major shareholder.
8. Must not undertake any business in the same nature and in competition to the business of the Company or subsidiary, or not being a significant partner in a partnership or being an executive director, employee, staff, advisor receiving salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other companies where undertake the business in the same nature and in competition to the business of the Company or subsidiary.
9. Must not have any other characteristics that cause the inability to express independent opinions with regard to the Company's business operation.
10. Being able to attend the Board of Directors' meetings and make judgments and decisions independently.
11. Being equitably oversee the interests of all shareholders and oversee that there is no conflict of interest.



**Proxy Form A.**

Written at .....

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

1. I/We, ..... Nationality .....  
Address at ..... Road ..... Sub-district .....  
District ..... Province ..... Postal code .....

2. Being shareholder of **Bound and Beyond Public Company Limited**,  
holding the total shares of ..... shares, with the voting right of ..... votes,

3. Do hereby appoint either one of the following persons:

(1) Name ..... Age .....years,  
Address at ..... Road ..... Sub-district .....  
District ..... Province ..... Postal code ....., or

(2) The Independent Director of the Company, as follows:

**Dr. Kurujit Nakornthap,**

Age 69 years, Address at Sindhorn Tower 2, 15<sup>th</sup> Floor, No. 130 – 132, Wireless Road, Lumpini Sub-District,  
Pathumwan District, Bangkok 10330

as my/our Proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders (via the electronic devices) on Thursday, April 24, 2025 at 14.00 hrs., or any adjournment or amendment thereto.

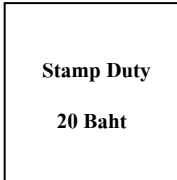
For any acts performed by the Proxy at the meeting, it shall be deemed that such acts have been done by me/us in all respects, except for the vote of the Proxy that is not in accordance with this Proxy Form.

Signed ..... Shareholder  
(.....)

Signed ..... Proxy  
(.....)

**Remarks:**

1. The shareholder who appoint the Proxy shall authorize only one Proxy to attend and vote at the meeting, and cannot allocate the shares to several proxies for separate vote.
2. **Please submit the Proxy Form together with supporting documents to the Company Secretary Department, at Bound and Beyond Public Company Limited, Sindhorn Tower 2, 15<sup>th</sup> Floor, No. 130 – 132, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330, or scanning or taking photos of all documents and send them to email of Company Secretary Department, at [comsec@boundandbeyond.co.th](mailto:comsec@boundandbeyond.co.th). In this case, the shareholder is required to submit the original document to the Company at the above address as well.**



**Proxy Form B.**

Written at .....

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

1. I/We, ..... Nationality .....  
Address at ..... Road ..... Sub-district .....  
District ..... Province ..... Postal code .....

2. Being shareholder of **Bound and Beyond Public Company Limited**,  
holding the total shares of ..... shares, with the voting right of ..... votes,

3. Do hereby appoint either one of the following persons:  
 (1) Name ..... Age .....years,  
Address at ..... Road ..... Sub-district .....  
District ..... Province ..... Postal code ....., or

(2) The Independent Directors of the Company, as follows:

**Dr. Kurujit Nakornthap,**

Age 69 years, Address at Sindhorn Tower 2, 15<sup>th</sup> Floor, No. 130 – 132, Wireless Road, Lumpini Sub-District,  
Pathumwan District, Bangkok 10330

as my/our Proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders (via the electronic devices) on Thursday, April 24, 2025 or any adjournment or amendment thereto.

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

(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 my/our following instruction:

**Agenda 1 The Chairman’s message**

Voting is not required for this agenda since it is for acknowledgment.

**Agenda 2 To acknowledge the Company’s performance results for the year 2024**

Voting is not required for this agenda since it is for acknowledgment.

**Agenda 3 To consider and approve the Company’s financial statements for the fiscal year ended December 31, 2024**

(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 my/our following instruction:

Approve                       Disapprove                       Abstain





**Agenda 4 To acknowledge an omission of allocation of legal reserve, and approve an omission of 2024 annual dividend payment**

- (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 my/our following instruction:
- Approve                       Disapprove                       Abstain

**Agenda 5 To consider and approve the appointment of directors to replace directors to be retired by rotation and approve the appointment of new director**

- (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 my/our following instruction:
- Elect the entire group of nominated directors:
- Approve                       Disapprove                       Abstain
- Elect each nominated director individually:

**(1) Mr. Chumpol Rimsakorn**

- Approve                       Disapprove                       Abstain

**(2) Mr. Bin Wieringa**

- Approve                       Disapprove                       Abstain

**(3) Mrs. Kamonwan Wipulakorn**

- Approve                       Disapprove                       Abstain

**Agenda 6 To consider and approve the determination of remunerations for the Board of Directors and sub-committees for the year 2025**

- (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 my/our following instruction:
- Approve                       Disapprove                       Abstain

**Agenda 7 To consider and approve the appointment of auditors and determination of audit fee for the fiscal year ended December 31, 2025**

- (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 my/our following instruction:
- Approve                       Disapprove                       Abstain

**Agenda 8 To consider and approve the decrease of the Company's registered capital in the amount of 197,559,210.00 Baht, from 3,098,246,510.00 Baht to 2,900,687,300.00 Baht, by canceling the registered-but-unissued shares of 19,755,921 shares, with a par value of 10.00 Baht**

- (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 my/our following instruction:
- Approve                       Disapprove                       Abstain



# BOUND&BEYOND

**Agenda 9 To consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association in order to be in line with the decrease of registered capital**

- (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 my/our following instruction:
  - Approve                       Disapprove                       Abstain

**Agenda 10 Other matters (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 my/our following instruction:
  - Approve                       Disapprove                       Abstain

5. The vote of Proxy in any agenda that is not in accordance with this Proxy Form shall be invalid and shall not be the vote of shareholder.

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

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

Signed ..... Shareholder  
(.....)

Signed ..... Proxy  
(.....)

**Remarks:**

1. The shareholder who appoint the Proxy shall authorize only one Proxy to attend and vote at the meeting, and cannot allocate the shares to several proxies for separate vote.
2. In case that there is additional agenda to be considered at the meeting than the agendas stated above. The shareholder can specify additional details in the **Regular Continued Proxy Form B**, as enclosed.
3. Any shareholder who wishes to use the **Proxy Form A**. (General Form) or **Proxy Form C**. (Custodian Form) may download such form at <https://www.boundandbeyond.co.th/en/home>, or may request for **Proxy Form A**. (General Form) or **Proxy Form C**. (Custodian Form) in documentary form (hard copy) from the Company by notifying via email of the Company Secretary Department at [Comsec@boundandbeyond.co.th](mailto:Comsec@boundandbeyond.co.th), from March 24, 2025.
4. Please submit the Proxy Form together with supporting documents to the Company Secretary Department, at Bound and Beyond Public Company Limited, Sindhorn Tower 2, 15<sup>th</sup> Floor, No. 130 – 132, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330, or scanning or taking photos of all documents and send them to email of Company Secretary Department, at [comsec@boundandbeyond.co.th](mailto:comsec@boundandbeyond.co.th). In this case, the shareholder is required to submit the original document to the Company at the above address as well.



BOUND&BEYOND

Regular Continued Proxy Form B.

The proxy is granted by the shareholder of Bound and Beyond Public Company Limited.

For the 2025 Annual General Meeting of Shareholders (via the electronic devices) on Thursday, April 24, 2025, or any adjournment or amendment thereto.

Agenda ... 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 my/our following instruction:
Approve Disapprove Abstain

Agenda ... 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 my/our following instruction:
Approve Disapprove Abstain

Agenda ... 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 my/our following instruction:
Approve Disapprove Abstain

Agenda ... Re: .....

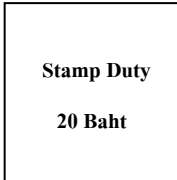
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(B) The Proxy must cast the votes in accordance with my/our following instruction:
Approve Disapprove Abstain

Agenda ... 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 my/our following instruction:
Approve Disapprove Abstain

Agenda ... 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 my/our following instruction:
Approve Disapprove Abstain



**Proxy Form C.**

Written at .....

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

1. I/We, ..... Nationality .....  
Address at ..... Road ..... Sub-district .....  
District ..... Province ..... Postal code .....,  
As the custodian of .....

2. Being shareholder of **Bound and Beyond Public Company Limited**,  
holding the total shares of ..... shares, with the voting right of ..... votes,

3. Do hereby appoint either one of the following persons:

(1) Name ..... Age .....years,  
Address at ..... Road ..... Sub-district .....  
District ..... Province ..... Postal code ....., or

(2) The Independent Director of the Company, as follows:

**Dr. Kurujit Nakornthap,**

Age 69 years, Address at Sindhorn Tower 2, 15<sup>th</sup> Floor, No. 130 – 132, Wireless Road, Lumpini Sub-District,  
Pathumwan District, Bangkok 10330

as my/our Proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders (via  
the electronic devices) on Thursday, April 24, 2025 at 14.00 hrs., or any adjournment or amendment thereto.

I/We hereby grant my/our proxy to attend and vote at the meeting as follows:

Grant my/our proxy in accordance with the total number of shares held and have the right to vote

Grant certain of my/our proxy as follows:

Ordinary share ..... shares, with the voting right of .....votes

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

(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 my/our following instruction:

**Agenda 1 The Chairman’s message**

Voting is not required for this agenda since it is for acknowledgment.

**Agenda 2 To acknowledge the Company’s performance results for the year 2024**

Voting is not required for this agenda since it is for acknowledgment.



**Agenda 3 To consider and approve the Company’s financial statements for the fiscal year ended December 31, 2024**

- (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 my/our following instruction:
  - Approve.....votes       Disapprove.....votes       Abstain.....votes

**Agenda 4 To acknowledge an omission of allocation of legal reserve, and approve an omission of 2024 annual dividend payment**

- (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 my/our following instruction:
  - Approve.....votes       Disapprove.....votes       Abstain.....votes

**Agenda 5 To consider and approve the election of directors to replace directors to be retired 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 my/our following instruction:
  - Elect the entire group of nominated directors:
    - Approve.....votes       Disapprove.....votes       Abstain.....votes
  - Elect each nominated director individually:

**(1) Mr. Chumpol Rimsakorn**

- Approve.....votes       Disapprove.....votes       Abstain.....votes

**(2) Mr. Bin Wieringa**

- Approve.....votes       Disapprove.....votes       Abstain.....votes

**(3) Mrs. Kamonwan Wipulakorn**

- Approve.....votes       Disapprove.....votes       Abstain.....votes

**Agenda 6 To consider and approve the determination of remunerations for the Board of Directors and sub-committees for the year 2025**

- (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 my/our following instruction:
  - Approve.....votes       Disapprove.....votes       Abstain.....votes

**Agenda 7 To consider and approve the appointment of auditors and determination of audit fee for the fiscal year ended December 31, 2025**

- (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 my/our following instruction:
  - Approve.....votes       Disapprove.....votes       Abstain.....votes

**Agenda 8 To consider and approve the decrease of the Company’s registered capital in the amount of 197,559,210.00 Baht, from 3,098,246,510.00 Baht to 2,900,687,300.00 Baht, by canceling the registered-but-unissued shares of 19,755,921 shares, with a par value of 10.00 Baht**

- (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 my/our following instruction:
  - Approve.....votes       Disapprove.....votes       Abstain.....votes



BOUND&BEYOND

**Agenda 9 To consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association in order to be in line with the decrease of registered capital**

- (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 my/our following instruction:
  - Approve.....votes       Disapprove.....votes       Abstain.....votes

**Agenda 10 Other matters (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 my/our following instruction:
  - Approve.....votes       Disapprove.....votes       Abstain.....votes

5. The vote of Proxy in any agenda that is not in accordance with this Proxy Form shall be invalid and shall not be the vote of shareholder.

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

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

Signed ..... Shareholder  
(.....)

Signed ..... Proxy  
(.....)

**Remarks:**

1. The shareholder who appoint the Proxy shall authorize only one Proxy to attend and vote at the meeting, and cannot allocate the shares to several proxies for separate vote.
2. In case that there is additional agenda to be considered at the meeting than the agendas stated above. The shareholder can specify additional details in the **Regular Continued Proxy Form C.** as enclosed.
3. **Please submit the Proxy Form together with supporting documents to the Company Secretary Department, at Bound and Beyond Public Company Limited, Sindhorn Tower 2, 15<sup>th</sup> Floor, No. 130 – 132, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330, or scanning or taking photos of all documents and send them to email of Company Secretary Department, at [comsec@boundandbeyond.co.th](mailto:comsec@boundandbeyond.co.th). In case the Proxy is sent together with supporting documents to the Company via email, sending the original to the Company’s address is required.**



**BOUND&BEYOND**

**Regular Continued Proxy Form C.**

The proxy is granted by the shareholder of **Bound and Beyond Public Company Limited.**

For the 2025 Annual General Meeting of Shareholders (via the electronic devices) on Thursday, April 24, 2025 at 14.00 hrs., or any adjournment or amendment thereto.

**Agenda ... 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 my/our following instruction:
  - Approve.....votes     Disapprove.....votes     Abstain.....votes

**Agenda ... 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 my/our following instruction:
  - Approve.....votes     Disapprove.....votes     Abstain.....votes

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

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

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

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- (B) The Proxy must cast the votes in accordance with my/our following instruction:
  - Approve.....votes     Disapprove.....votes     Abstain.....votes



**The Company's Articles of Association in relation to the Shareholder's Meeting**

**Chapter 4 Board of Directors**

Article 13. The Company shall have the Board of Directors comprising of not less than five (5) members. These members shall be elected and appointed by the annual general meeting, and the directors may hold or not hold the Company's shares. At least half of the total number of directors shall have the registered address in Thailand.

Article 14. The voting for the election of directors shall be conducted as follows:

- (1) Each shareholder shall have one (1) vote per one (1) share.
- (2) Each shareholder shall exercise all the votes he/she has under item (1) to elect one or several persons to be directors, but cannot divide his/her votes to any person particularly.
- (3) The candidates shall be ranked in descending order from the highest to the lowest number of votes received, and shall be elected as directors equivalent to the number of directors that shall be elected.
- (4) If there is a tie in the last order to be elected, and this exceeds the said number of directors that shall be elected, the chairman of the meeting shall have an additional vote as deciding vote.

Article 21. At the annual general meeting, one-third (1/3) of the directors, or if the number is not a multiple of three, then the number nearest to one-third (1/3), shall retire from the office. The directors retiring from office in the first and second years after registration of the Company shall be affected by means of drawing lots. In subsequent years, the director who has been in office for the longest term shall be retired.

In case that there are several directors over the number that shall be retired at that time, who hold the position in the equal period. The directors shall be retired by drawing.

The director subject to the retirement by the expiration of his term is eligible for re-election by the annual general meeting.

Article 26. Directors shall be entitled to the remunerations in the forms of reward, fees for attending a meeting, gratuity, bonus, or other benefits as the shareholder meeting considers. The remunerations may be fixed at a definite amount or prescribed as rule, or fixed at a definite amount from time to time or taken effect until changes have occurred.

The contents in the first paragraph shall not affect the right of the director who is an employee of the Company to receive other remuneration and benefits as an officer or employee of the Company.

**Chapter 5 Shareholders Meeting**

Article 28. The Board of Directors shall convene two (2) types of meetings of shareholders as follows:

- (1) Annual general meeting shall be held once a year within four (4) months from the last day of the fiscal year of the Company.
- (2) Extraordinary meeting will be held whenever the Board of Directors deems appropriate or shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of issued shares, may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, providing that the reasons for such request shall be stated in the said letter. In this case, the Board of Directors shall call the shareholder meeting within





forty-five (45) days from the date of receiving of such letter from the shareholders.

In case the Board of Directors fails to arrange for the meeting within such a period under the above paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days from the date of expiration of the period under paragraph one. In such a case, the shareholder meeting is deemed to be summoned by the Board of Directors. The Company shall be responsible for any necessary expenses that may be incurred from such meeting, and the Company shall reasonably provide facilitation.

Suppose the shareholders summon the shareholder meeting under the second paragraph. In that case, if the shareholder has informed the Company of his or her intention or given consent, the notice may be sent electronically, as specified in Article 43.

In the event that, at the meeting summoned by the shareholders under the second paragraph, the number of shareholders present does not constitute a quorum as prescribed by this Article of Association, the shareholders under the second paragraph shall jointly compensate the Company for the expenses incurred in making the arrangements for holding that meeting.

The shareholders meeting may be conducted via electronic media, as the Electronic Conferencing Law provides, and it shall be deemed that the head office of the Company is the meeting place.

Article 29. In summoning the shareholders meeting whether in person or via electronic conferencing, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the Registrar for information not less than seven (7) days prior to the meeting. Publication of invitation of the meeting shall be made in a newspaper or via any electronic means for no less than three (3) days prior to the meeting.

Article 30. In the case where Shareholders are unable to attend and vote at any shareholders meetings in person, they may authorize other persons who has come of age as proxy to vote at the meetings on their behalf. The appointment shall be made in writing specifying the day, month and year of appointment, name of the proxy, the number of shares held by them and bearing the signatures of shareholder, proxy and witness, and specify the meeting and vote for which the appointment is the proxy for the said purpose shall be only one person regardless of how many shares are held by the shareholder.

Such written appointment shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.



The proxy may also be submitted electronically. It shall ensure that the proxy is cast by the shareholder using a mechanism that is secure and trustworthy.

Article 31. At the shareholders meeting whether in person, whether in person or via electronic conferencing, there shall be shareholders and proxies attending the meeting amounting to not less than twenty - five (25) and holding or not less than one half of the total number of shareholders holding shares in aggregate not less than one-third (1/3) of the total number of issued shares to constitute a quorum.

Article 32. In shareholder meetings, the Chairman of the Board of Directors serves as the Chairman of the Meeting. If the Chairman of the Board of Directors is absent, the Vice Chairman of the Board of Directors acts as the Chairman of the Meeting.

If there is no vice Chairman of the Board, the shareholders present at the meeting shall elect one shareholder to act as the Chairman of the meeting.

Article 33. Each shareholder shall have one (1) vote per one (1) share.

The resolutions of the shareholders meeting shall be passed by the following votes:

- (1) In general, a resolution shall be passed by a majority vote of shareholders present at the meeting and entitled to vote. In the event of a tied vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote:
  - (a) The amendment to the Memorandum of Association or Articles of Association, increase or reduction of the Company's capital or issuance of debentures, amalgamation or dissolution of the Company and other circumstances which the law requires a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote;
  - (b) The sale or transfer of the whole or important parts of the business of the Company to other persons;
  - (c) The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - (d) The execution, amendment, or termination of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons, or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
  - (e) The change of the principal business of the Company.

Article 34. Transactions to be conducted at the annual general meeting are as follows:

- (1) To acknowledge the report of the Board of Directors covering the Company's business during the preceding year;
- (2) To consider and approve the balance sheet and profit and loss statement as of the end of the fiscal year of the Company;
- (3) To consider the allocation of profits for dividend declaration in the case where the profit is sufficient for dividend payment;
- (4) To elect new directors in place of those who retire by rotation;
- (5) To appoint the auditor and fixing his remuneration;



- (6) To determine remuneration of the Company directors;
- (7) To consider other businesses which are beneficial for the Company.

**Chapter 6 Accounting, Finance and Auditing**

Article 37. The Board of Directors shall send the following documents to the shareholders along with the notice of the annual general meeting:

- (1) A copy of the audited balance sheet and income statement, along with the auditor's report.
- (2) The Board of Directors' annual report shall include a list of items in accordance with the regulations of the Public Limited Companies Act.

Article 38. The auditor is responsible for attending every shareholder meeting of the Company where the balance sheet, income statement, and any accounting-related issues are discussed. To provide explanations regarding the audit of the accounts to the shareholders.

Article 39. The Company shall allocate not less than five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital unless other laws require a larger amount of reserve fund.

In the event that the Company sells shares at a price higher than the registered share capital, the excess amount received shall be allocated to additional paid-in capital, separate from the reserve fund.

**Chapter 7 Dividends**

Article 40. Payment of dividend from any type of money other than profit cannot be made. In case the Company has accumulated losses, payment of dividend is prohibited.

The dividends shall be distributed as per the number of shares equally for each share unless it is otherwise stipulated under the matter concerning preferred shares. No declaration of dividends shall be made unless approved by the shareholder meeting.

Subject to the Articles of Association, the Board of Directors may from time to time announce interim dividends if it deems that the Company has appropriate profits. The Board of Directors shall inform a declaration of interim dividends to the subsequent shareholders meeting.

The payment of dividends shall be made within one (1) month after the shareholder meeting or the Board of Directors meeting has resolved, as the case may be, provided that such notice shall be made to shareholders and published in a newspaper or apply any other means for electronic advertising.



**Privacy Notice on Personal Data Protection  
for the 2025 Annual General Meeting of Shareholders**

**The objectives of collecting personal data**

For the benefit of the 2025 Annual General Meeting of Shareholders, it is necessary to collect the personal data of the (1) **Shareholders and/or Related Persons of Shareholders** and (2) **Proxy** (collectively, (“**Data Subject**”), with the following objectives:

1. The Company will collect personal data of **Shareholders and/or Related Persons of Shareholders** for the below benefits:

(1) To verify that, whether shareholder is entitled to attend the meeting. In this regard, the name of shareholder shall appear on March 11, 2025 which is the Record Date for determining the shareholders entitled to attend the 2025 Annual General Meeting of Shareholders.

(2) To verify that, whether an appointment of any person as shareholder’s Proxy to attend the meeting has actually been executed by shareholder, and whether an appointment of Proxy has been executed correctly and completely as required by relevant laws.

(3) To contact with shareholders and/or related persons of shareholders about meeting attendance. This includes but is not limited to the delivery of invitation letter for the meeting, delivery of Web Link for meeting, and notification of other important information.

(4) For any other benefits that the Company is required to perform correctly and completely by relevant laws and regulations.

2. The Company will collect personal data of **Proxy** for the below benefits:

(1) To contact with the Proxy about meeting attendance. This includes but is not limited to the delivery of Web Link for meeting and notification of other important information.

(2) For any other benefits that the Company is required to perform correctly and completely by relevant laws and regulations.

**The collected personal data and duration of collection**

The Company will collect personal data of the Data Subject as specified in “**Proxy Form A., Form B. and Form C.**”, and “**Form for Notification of Intention to Attend the 2025 Annual General Meeting of Shareholders via Electronic Devices**”, including the personal data that the Thailand Securities Depository Co., Ltd. (TSD) or the Data Subject has prepared and disclosed to the Company, through channels other than those personal data disclosed in the above documents. The personal data will be collected at all times as necessary for the objectives described above, and as required by relevant laws and regulations. In this regard, the Company is possible to be required to partially disclose the collected personal data to relevant persons as necessary for the benefit of carrying out various actions in order to achieve the objectives described above, or as required by relevant laws and regulations, or for the accomplishment of the 2025 Annual General Meeting of Shareholders.



Please be informed that the Company does not intend to collect the personal data which are specified in Section 26 of the Personal Data Protection Act, B.E. 2019 (Sensitive Data, such as race, ethnicity, political opinion, cult, religious or philosophical beliefs, sexual behavior, etc., which are the personal data that require explicit consent from the Data Subject before being collected). Therefore, the Data Subject is requested to conceal the said personal data appearing in various documents before submitting them to the Company. In case that those data have not been concealed by the Data Subject, it will be concealed by the Company, and it will not be considered as the collection of personal data which are specified in Section 26 of the Personal Data Protection Act, B.E. 2019 by the Company in any way.

**Right of the Data Subject**

The Data Subject possess the rights in their personal data which are consented and submitted to the Company as stipulated in the Personal Data Protection Act, B.E. 2019 and the **Personal Data Protection Policy** of the Company (please additionally study the **Personal Data Protection Policy** at the Company's website at <https://www.boundandbeyond.co.th/th/investor-relations/corporate-governance>), including but not limited to the consent, withdrawal of consent, request of access to or correction of their personal data, request of deletion, destruction or suspension of usage of their personal data. However, in case that there are any other necessities under the relevant laws and regulations which causes the Company to be unable to or not be still unable to proceed with any actions that are requested by the Data Subject, the Company will notify the Data Subject about such necessities.

**Please be further informed that, the Company is possible to collect personal data of other persons, which is necessary for the 2025 Annual General Meeting of Shareholders. In this case, the Company will inform those persons about the objectives of collecting personal data, collected personal data and duration of collection, and right of the Data Subject in the same practice as the Company has informed the shareholders and/or related persons of shareholders, and the Proxy.**

**Procedures for Attending the Meetings via Electronic Devices**

**(Manual for Meeting System, Registration for Meeting Attendance, Meeting Attendance and Contact Information of Electronic Conferencing Service Provider)**

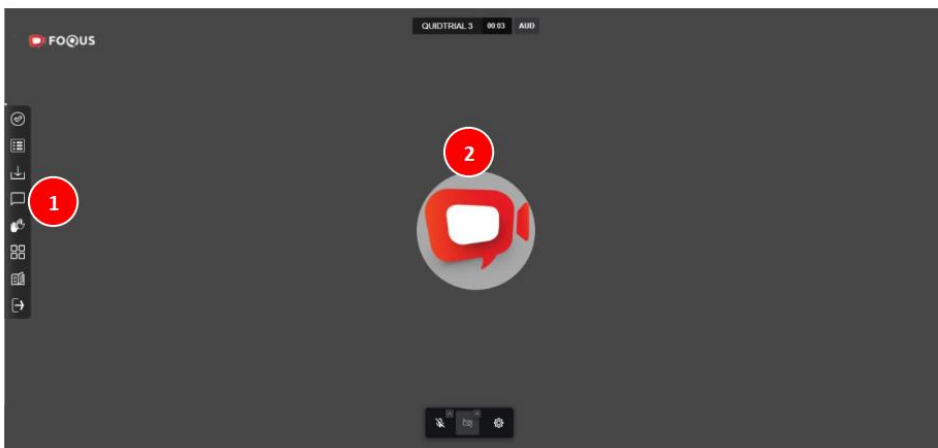
The Company has assigned **Quidlab Company Limited (“Quidlab”)** to act as the **Electronic Conferencing Service Provider**. Quidlab’s online meeting and voting systems do not require any special applications, the shareholders can use the updated version of browsers, such as Google Chrome, Microsoft Edge, Apple Safari or Firefox to attend the meeting through various devices, such as your computer, laptop or mobile phone. In this regard, the shareholders will be sent the Web Link for the meeting, Username and Password, after the Company has verified that you are eligible to attend the meeting.

**Login Procedure:**

1. Please click the Web Link in the email or type the URL in the browser in order to access the meeting system, after that you will enter into the website.
2. Please enter the username and password that you have been sent through an email.
3. Please click the box  **Accept Term** and click **Log In** to access the meeting system.

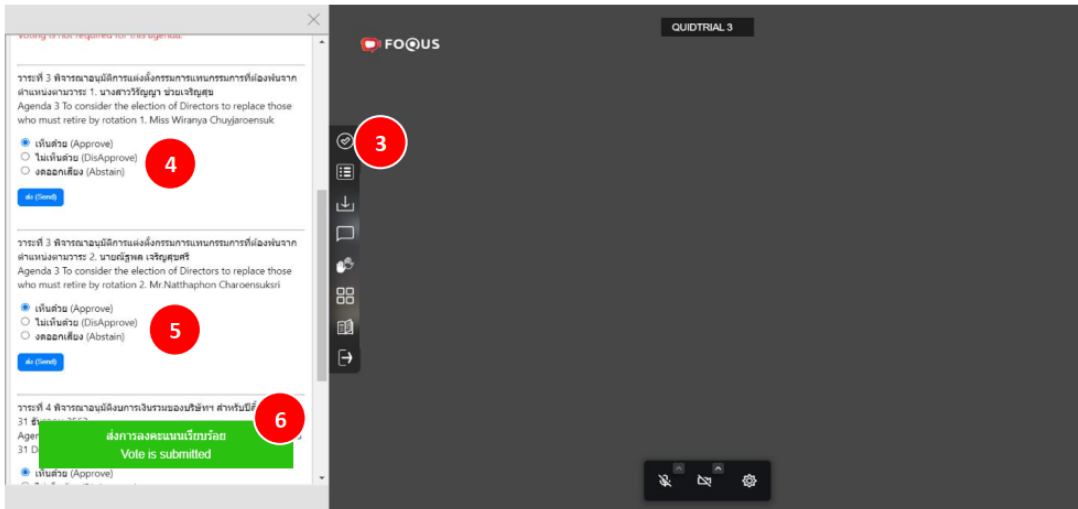


4. If the username and password are correct, you will be allowed to access the meeting system, and the screen will display as follows, [Number 1](#) is the original screen, and [Number 2](#) displays other attendees.

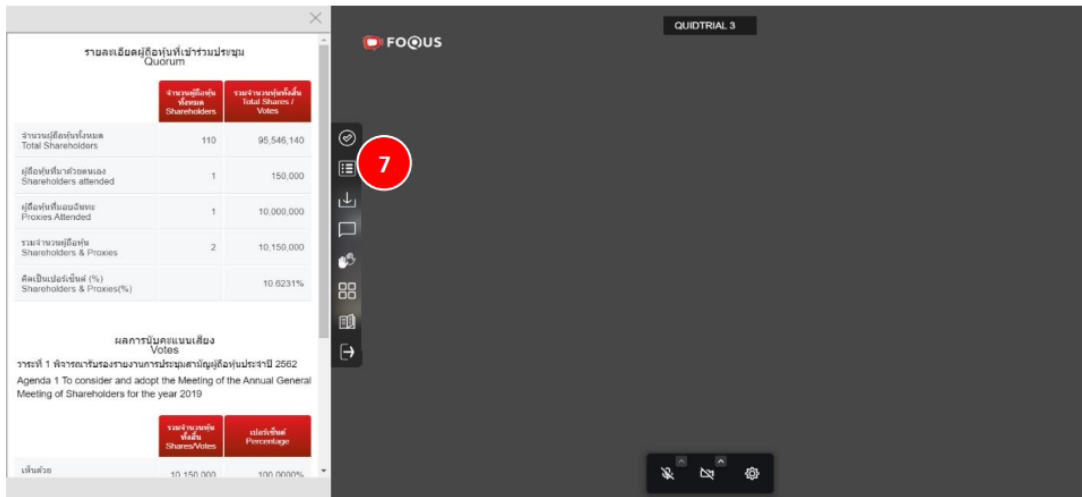


**Voting Process:**

Please click on the “Vote” menu (Number 3), which is the first icon on the left-hand side of the screen. Once you click, a bar for voting on each agenda will appear. In this regard, you may consider to vote on specific agenda under consideration or on agenda that have not been considered. Please select your vote as “Approve”, “Disapprove”, or “Abstain” (Number 4), then click “Submit” (Number 5). A pop-up notification of Vote is Submitted (Number 6) will appear to confirm that your vote is completed.



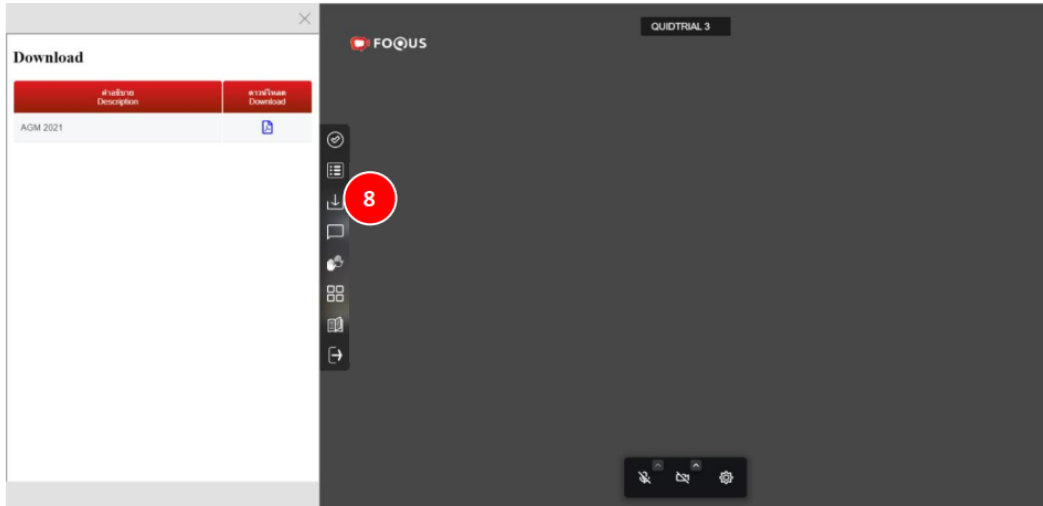
You can observe the quorum and voting results at any time by clicking on the “Voting Results” menu (Number 7).





**Downloading of Meeting Documents:**

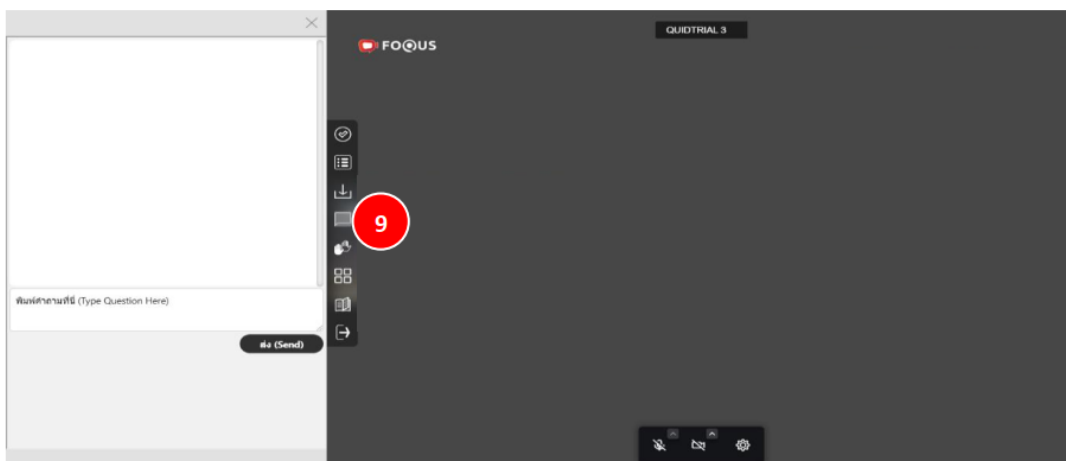
The shareholders can download the meeting documents, such as invitation letter and supporting documents for each agenda at any time by clicking on the “**Document**” menu (Number 8).



**Procedure for Asking Questions and Providing Opinions:**

Before voting on each agenda, the Company will provide an opportunity for shareholders to ask questions or provide opinions for a duration of at least 1 minute. The questions or opinions can be made by 2 ways: (1) **To ask questions or provide opinions through voice** and (2) **To ask questions or provide opinions through typing**.

- If you wish to ask questions or provide opinions through typing, please click on the “**Type Questions**” menu (Number 9), which is the fourth icon on the left-hand side of the screen. Once you click, a text input bar will appear on the left-hand side of the screen. Please type your question or comments in this bar and then click “**Send**”.







- If you wish to ask questions or provide opinions through voice, please click on the “**Raise Hand**” icon (Number 10) located at the bottom of the screen. Once you click, the meeting system administrator will open the audio system for you. Please ensure that your microphone on your device is turned on before asking questions or providing comments. Additionally, you may choose to turn on your camera on your device.



Before asking questions or providing comments, please inform your name and surname, and inform whether you are shareholder or proxy. After you have asked question or expressed your opinion, the Chairman of the Board of Directors or the person assigned by the Chairman of the Board of Directors will answer questions completely before voting on each agenda.

You are recommended to study additional information about the meeting system from the **Meeting Manual**, which QuidLab will send to you via email that you have provided to the Company, along with Web Link for the meeting, Username and Password.

**If you would like to inquire about the meeting system or have technical problems, you can contact Quidlab via telephone number 080-0087616 or 02-0134322 or via email at [info@quidlab.com](mailto:info@quidlab.com).**