



Invitation to the 2024 Annual General Meeting of Shareholders

Super Turtle Public Company Limited

Wednesday, 24 April 2024 at 2.00 p.m.

The meeting will be held through electronic media (E-AGM) only.

Shareholder can attend the meeting by himself/herself via electronic means or can appoint the Company's independent director as his/her proxy.



**Privacy Policy for the Shareholders' Meeting
Super Turtle Public Company Limited**

This privacy policy for the shareholders' meeting of Super Turtle Public Company Limited (the "**Company**") is provided to inform you, as a shareholder, a proxy, a custodian, or an authorized person of a shareholder who is a juristic person, of the policy with respect to the collection, use and/or disclosure of your personal data, and your rights as a data subject.

1. PERSONAL DATA TO BE COLLECTED

The Company shall collect your personal data, including but not limited to, name-surname, nationality, age, date of birth, photograph, identification card number (or government identification card number, or passport number), securities registration number, address, telephone number, email, number of share/securities held, proxy information, vote casting information, images taken at and voice recorded during the shareholders' meeting and information related to electronic systems access and usage such as IP address.

Remark For registration documents and/or proxy submitted by you to the Company which may contain sensitive data, such as race, blood type, and religion, which are not required for the purpose of holding the shareholders' meeting, the Company would like to inform you that the Company has no intention to collect such sensitive data. As such, you may redact those sensitive data prior to submitting your documents to the Company. In case you did not redact those sensitive data contained in your documents, the Company reserves its right to redact such sensitive data of yours. In such case, it shall be deemed that the Company has not collected any of the said sensitive data.

2. PURPOSE OF THE COLLECTION, USE AND/OR DISCLOSURE PERSONAL DATA

- 2.1 identity check and verification and proceeding as you requested;
- 2.2 holding the meeting of shareholders/securities holders and proceeding regarding voting and vote counting at the meeting of shareholders/securities holders;
- 2.3 preparing the register book of shareholders/securities holders or preparing title documents for holding or transferring, issuing of new share/securities certificates and/or splitting share/securities certificates for any sale and purchase and/or exchange of share/securities;
- 2.4 dividend payment to the shareholders/securities holders;
- 2.5 security and maintaining security for the Company's business;
- 2.6 compliance with rules, regulations and articles of association of the Company, including laws and/or legitimate orders of the courts, competent authorities, government agencies, and/or state organizations;
- 2.7 exercising of rights or protecting the legitimate interest of the Company as necessary, such as auditing and protecting fraud, crime or non-compliance with laws;
- 2.8 public interest for protecting third parties who are in the premises or places under the Company's supervision; and
- 2.9 protecting or preventing harm against your life, body, health, or properties or those of third parties (as the case may be), such as to control communicable diseases or epidemics.

By relying on (1) contractual basis, for our initiation or fulfilment of a contract with you; (2) legal obligation, for the fulfilment of our legal obligations; (3) legitimate interest, for the purpose of our legitimate interests and the legitimate interests of third parties. We will balance the legitimate interest pursued by us and any relevant third party with your interest and fundamental rights and freedoms in relation to the protection of your Personal Data; (4) vital interest, for preventing or suppressing a danger to a person's life, body or health; (5) public interest; (6) exercise, or defense of legal claims in the future; or (7) the preparation of historical documents or for purposes related to educational research and statistics.

If you do not wish to provide your personal data to the Company where such personal data is needed for performing the objectives abovementioned, the Company reserves its right to reject your registration to attend the shareholders' meeting or performing any other action for you if such action requires the said personal data.

3. PERIOD FOR RETENTION OF PERSONAL DATA

The Company shall retain your personal data for as long as it is reasonably necessary to fulfil the Company's purpose of personal data collection, use and/or disclosure. To consider the retention period, the Company will take into account the accounting standards, legal statutes of limitations, as well as the necessity to retain your personal data for the required duration to comply with the law, or exercise legal rights.

4. TO WHOM THE COMPANY MAY DISCLOSE YOUR PERSONAL DATA

The Company may disclose or transfer your personal data to the following parties:

- 1) Service providers, for example, advisors or any service providers that the Company engages for processing your personal data for the purpose of registration to attend the shareholders' meeting, calculation of the meeting quorum and vote counting in the shareholders' meeting;
- 2) Government agencies or competent authorities, so that the Company fulfills with its legal obligations, e.g., the Department of Business Development, the Ministry of Commerce, and the Stock Exchange of Thailand for submission of minutes of meeting and shareholders list; and
- 3) The Company's website in order to publicize video taken at the shareholders' meeting and the minutes of the shareholders' meeting.

5. YOUR RIGHTS AS DATA SUBJECT

You, as the data subject, are entitled to withdraw consent given for the collection, use or disclosure of personal data (only in case the Company rely on your consent), to request access to or to obtain a copy of your personal data processed by the Company, to request for personal data transfer, to object the personal data processing, to delete or de-identity personal data, to restrict the data processing, to request for correction of personal data and to lodge a complaint, subject to rules and procedures as required by the personal data protection laws. The Company may reasonably and lawfully refuse to proceed with your request.

6. DATA SECURITY

Protection of your privacy is the most important thing. The Company then maintains appropriate security measures, which include administrative, technical and physical safeguards in relation to access control, to protect the confidentiality, integrity, and availability of personal data against any

accidental or unlawful or unauthorized loss, alteration, correction, use, disclosure or access, in compliance with the applicable laws.

7. CONTACT DETAIL

If you have any queries or if you wish to exercise the rights relating to your personal data, please contact the Company at:

Company Secretary Office
Super Turtle Public Company Limited
333 Lao Peng Nguan 1 Tower, 24th Floor,
Soi Choeiphuang, Vibhavadi-Rangsit Road,
Chomphon, Chatuchak, Bangkok 10900
Telephone number: 02-091-5900
Email: investor@superturtle.co.th



(English translation)

22 March 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

Attention: Shareholders
Super Turtle Public Company Limited

- Enclosures:**
1. Document for Agenda Item 1: 2023 Annual Report (Form 56-1 One Report) in QR Code format
 2. Document for Agenda Item 4: Profiles of the Candidates Nominated as Directors in Replacement of Directors who Retired by Rotation and Definition of Independent Director
 3. Document for Agenda Item 6: Brief Profiles and experiences of Auditors from EY Office Limited
 4. Guidelines for Appointment of Proxy, Meeting Attendance and Vote Casting and Counting
 5. Electronic Meeting Procedure via Inventech Connect
 6. Profiles of the Independent Director for Appointment as Proxy
 7. Proxy Form B
(Shareholders can download proxy Form A, Form B and Form C from the Company's website at <https://www.superturtle.co.th/en/investor-relations/document/shareholder-meetings>)
 8. Articles of Association of Super Turtle Public Company Limited, Chapter 4 - Shareholders' Meeting

The Board of Directors' Meeting of Super Turtle Public Company Limited (the "**Company**") resolved to convene the 2024 Annual General Meeting of Shareholders (the "**Meeting**") on 24 April 2024 at 2.00 p.m. which will be held through electronic means (E-AGM) only, to consider the following agenda items:

Agenda 1 To acknowledge the report on the operating results and the Board of Directors' report for the fiscal year 2023

Facts and Reasons: This agenda item is to inform the operating results and the Board of Directors' report for the fiscal year 2023 which are appeared in the 2023 Annual Report (Form 56-1 One Report) in Enclosure 1.

Opinion of the Board of Directors: The Board of Directors recommends the shareholders' meeting to consider and acknowledge the report on the operating results and the Board of Directors' report for the fiscal year 2023.

Remark: This agenda item is for acknowledgment only and no voting is required.

Agenda 2 To consider and approve the financial statements for the fiscal year 2023 ended 31 December 2023

Facts and Reasons: The consolidated financial statements of the Company and its subsidiaries for the fiscal year 2023 ended 31 December 2023 were audited by the auditors and reviewed by the Audit Committee, that the financial statements have been correctly prepared in accordance with financial reporting standards as appeared in the 2023 Annual Report (Form 56-1 One Report) as per Enclosure 1.

Opinion of the Board of Directors: The Board of Directors recommends the shareholders' meeting to consider and approve the financial statements for the fiscal year 2023 ended 31 December 2023 audited by the auditors and reviewed by the Audit Committee.

Remark: The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and being entitled to vote.

Agenda 3 To consider and approve the omission of the dividend payment for the operating results of the fiscal year 2023 ended 31 December 2023

Facts and Reasons: Pursuant to Articles 48 and 49, under Chapter 6 of the Company's Articles of Association, the announcement of annual dividend payment must be approved by the Annual General Meeting of Shareholders. However, the Board of Directors may consider and pay interim dividends, should the Company has sufficient profit and working capital for the business operation. In such case, the Board of Directors has the responsibility to inform the shareholders of such payment in the subsequent shareholders' meeting. According to the Company's Dividend Policy, the Company has to pay dividends of no less than 30% of net profit (under the separate financial statements) after deducting corporate income tax, legal reserve as required by laws and other necessary and appropriate reserves. In addition, Section 115 of the Public Company Limited Act B.E. 2535 (1992) (as amended) (the "PLCA") requires that the payment of dividend from any proceeds other than profit is prohibited, and so long as a company has accumulated loss, it cannot pay out dividend.

According to the Company's operating results and financial position pursuant to its separate financial statements for the fiscal year 2023 ended 31 December 2023, the Company had net loss in the amount of Baht 278.90 million and accumulated loss in the amount of Baht 875.70 million. Therefore, the Company is unable to pay annual dividend to the shareholders.

Opinion of the Board of Directors: The Board of Directors recommends the shareholders' meeting to consider and approve the omission of the dividend payment for the operating results of the fiscal year 2023 ended 31 December 2023 as the Company still had net loss and accumulated loss, which is in accordance with the Company's Articles of Association and Section 115 of the PLCA.

Remark: The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and being entitled to vote.

Agenda 4 To consider the election of directors to replace those who will retire by rotation

Facts and Reasons: Pursuant to Section 71 of the PLCA and Article 18 of the Company's Articles of Association, at every annual general meeting of shareholders, at least one-third of the total number of directors must retire by rotation. If it should be impossible for the number of directors to be divided into three, the closest number to one-third shall be applied. The retired directors will be eligible for re-election.

At present, the Company has 6 directors. In 2024, there are 2 directors who will retire by rotation, as follows:

- 1) Mr. Chan Kin Tak Director; and
- 2) Mrs. Chitkasem Moo-Ming Director

In compliance with the principles of good corporate governance, the Company invited the shareholders to nominate candidates to be elected as directors at the 2024 Annual General Meeting of Shareholders during the period from 1 November 2023 to 25 January 2024 as per the details disclosed on the website of the Stock Exchange of Thailand (the “SET”) and the Company’s website. Nonetheless, no shareholders nominated any candidates for election as directors at this meeting.

Opinion of the Board of Directors: The Board of Directors (by the directors having no conflicts of interest) is of the opinion that the two nominated individuals who have successfully undergone the Company’s consideration process possess the qualifications required by law and are suitable for the Company’s business. The Board of Directors (by the directors having no conflicts of interest) duly and thoroughly evaluated the qualifications of the nominated individuals to be elected as the Company’s directors. This evaluation takes into account several factors, including compliance with legal requirements, knowledge, experience, expertise, and diversity of skills necessary for the composition of the Board of Directors in line with the Company’s strategies and target performance, as outlined in the board skill matrix. Additionally, their performance as members of the Board of Directors has demonstrated their high dedication to their duties and responsibilities, in accordance with principles of good corporate governance. Furthermore, no shareholders have nominated any qualified individuals for election as directors of the Company. Therefore, the Board of Directors recommends the shareholders’ meeting to consider and re-elect Mr. Chan Kin Tak and Mrs. Chitkasem Moo-Ming to resume their directorship for another term. Profiles of the directors retiring by rotation and the definition of an independent director are provided in Enclosure 2.

Remark: The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and being entitled to vote.

Agenda 5 To consider and approve the determination of the directors’ remuneration for the year 2024 (1 January 2024 – 31 March 2024)

Facts and Reasons: Pursuant to Section 90 of the PLCA and Article 34 of the Company’s Articles of Association, the directors are entitled to receive remuneration in forms of rewards, meeting allowances, pensions, bonus, or any other kinds of benefits as approved by a meeting of shareholders by affirmative votes of at least two-third of the total votes of the shareholders attending the meeting.

Criteria and Procedures for Directors’ Remuneration Determination

The Board of Directors considers the nomination of directors and determination of directors’ remuneration to be corporate significant matters. The Company sets a policy that empowers the Board of Directors to deliberate on these matters. In determining directors’ remuneration, the Board of Directors carefully considers various factors, including the remuneration paid by other companies within the same industry and/or other companies listed on the SET with comparable market capitalization, the director’s duties and responsibilities and the Company’s business expansion and growth of profit.

Opinion of the Board of Directors: The Board of Directors recommends the shareholders’ meeting to consider and determine the directors’ remuneration for the year 2024 (1 January 2024 – 31 March 2024). It is proposed that the remuneration rate remains the same as the preceding year, and payment will be made on a quarterly basis. In addition, no other forms of remuneration and welfare shall be made or given to the directors, consistent with the practices of the preceding year.

Unit: Baht / person

Position	The directors' remuneration rate	
	Proposed Quarter1/2024	Quarter1/2023
Chairman of the Board of Directors	100,000	100,000
Chairman of the Audit Committee	100,000	100,000
Member of the Audit Committee	75,000	75,000
Non-Executive Director	50,000	50,000
Executive Director	50,000	50,000

Remark: The resolution of this agenda item requires a vote of not less than two-third of the total number of shareholders attending the meeting.

Agenda 6 To consider and approve the appointment of auditors and the determination of audit fee the year 2024 (1 January 2024 – 31 March 2024)

Facts and Reasons: To comply with Section 120 of the PLCA, the auditors must be appointed, and the audit fee must be determined, at every annual general meeting of shareholders. The Audit Committee had selected the auditors according to the criteria set out in the PLCA and the relevant notification of the Capital Market Supervisory Board. In this regard, the Audit Committee considered the performance of the auditors from EY Office Limited during the past year and viewed that the auditors from EY Office Limited performed their duties responsibly and had a good understanding in the Company's business. It is therefore proposed to the Meeting to consider and approve the appointment of the following auditors from EY Office Limited as the Company's auditors for the year 2024 (1 January 2024 – 31 March 2024), to review and provide an opinion on the Company's financial statements:

Name of Auditor	CPA No.	Number of Audited Year
1. Mr. Preecha Arunnara	5800	Never signed the financial statements
2. Mr. Vacharin Pasaraongkul	6660	Never signed the financial statements
3. Mr. Pornanan Kitjanawanchai	7792	3 years (2021 - 2023)

Brief profiles and experiences of auditors from EY Office Limited are set out in Enclosure 3. None of the three auditors have any relationship with or interests in the Company, its subsidiaries, its executives, major shareholders, or any related parties. This ensures their independence to audit and provide an unbiased opinion on the Company's financial statements. Furthermore, they have not audited, reviewed, or given opinions on the Company's financial statements for 7 fiscal years. Therefore, all of the proposed auditors possess the qualifications as required by the relevant.

In addition, the Board of Directors, upon the recommendation of the Audit Committee, has carefully considered the audit fee for the fiscal year 2024 (1 January 2024 – 31 March 2024). After thorough evaluation of the quality and scope of audit works, the Board views the proposed audit fee as appropriate. The Board of Directors recommend the shareholders' meeting to consider and approve the determination of the Company's auditor fee for the fiscal year 2024, in the amount not exceeding Baht 1,100,000. Furthermore, regarding non-audit fees, it is noteworthy that the Company did not engage EY Office Limited or any related company of EY Office Limited to provide other services in the past year.

The auditors from EY Office Limited will also serve as the auditors of the Company’s subsidiaries, and the mentioned above audit fees do not include for the audit fees for the subsidiaries.

Details of the audit fee of the Company, comparing the proposed fiscal year 2024 (1 January 2024 – 31 March 2024) and the year 2023 (the preceding year) are outlined as follows:

Unit: Baht

Items	Proposed fiscal year 2024 1 Jan 2024 – 31 Mar 2024	Fiscal year 2023 1 Jan 2024 – 31 Dec 2024
Audit Fee	1,100,000	3,000,000 (year end 1,600,000)
Non-Audit Fee	-	-

Opinion of the Board of Directors: The Board of Directors, upon the recommendation of the Audit Committee has carefully considered the matters. The Board of Directors recommends the shareholders' meeting to consider and approve the appointment of auditors from EY Office Limited, i.e., Mr. Preecha Arunnara or Mr. Vatcharin Pasarapongkul or Mr. Pornanan Kitjanawanchai as the Company’s auditors for the year 2024 (1 January 2024 – 31 March 2024) and the determination of audit fee of the Company in the amount not exceeding Baht 1,100,000 and acknowledge the appointment of the subsidiaries auditors and determination of preliminary audit fee, as detailed above.

Remark: The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and being entitled to vote.

Agenda 7 To consider other matters (if any)

Remark: Pursuant to Section 105 of the PLCA, after the shareholders’ meeting transacting all agenda items prescribed in the invitation to the shareholders’ meeting, any shareholder(s) holding shares in aggregate of not less than one-third of the Company’s total issued shares may propose any matter, other than those specified in the invitation letter, to the meeting for consideration.

In addition, the Company will allow the shareholders to express their opinions or make any inquiries in relation to the Company apart from matters relating to the meeting agenda in this Agenda 7.

The Company holds this Meeting by electronic means only; no physical meeting venue will be provided. A registration portal for shareholders or proxies to submit a request to obtain the meeting’s details, username and password will be opened at 8.30 a.m. from 17 April 2024 onwards. Shareholders or proxies can register to attend the meeting from 12.00 p.m. of the Meeting date onwards until the meeting adjourns.

Web link at <https://serv.inventech.co.th/TURTLE171293R/#/homepage> for submission of registration request for meeting details, username, and password, or scan the QR Code to enter the registration portal.



Shareholders or proxies who intend to attend the electronic meeting by his/herself are recommended to study the guidelines for appointment of proxy, meeting attendance and vote casting in Enclosure 4 and electronic meeting procedure via Inventech Connect as detailed in Enclosure 5. Any shareholder who has query or encounters technical problem in relation to the request submission and meeting attendance can call 02 931 9139 from 17 - 24 April 2024, 8.30 a.m. – 5.30 p.m. (for business day only).

In case the shareholders are unable to attend the Meeting, the shareholders can appoint the Company's independent director as proxy for attending the Meeting and cast the votes on behalf of the shareholders. Please see profiles of independent director for appointment as proxy in Enclosure 6. The Company has enclosed Proxy Form B for shareholders as per Enclosure 7 or shareholders can download Proxy Form A, Form B or Form C from the Company's website. The Company kindly requests for shareholders' cooperation to submit the proxy forms together with the registration documents to the Company by 23 April 2024 at the Company's address as follows:

Company Secretary Office
Super Turtle Public Company Limited
333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,
Vibhavadi-Rangsit Road, Chomphon, Chatuchak,
Bangkok 10900.

If any shareholder has a query regarding the meeting agenda, he/she is invited to send such query, stating his/her name, address, telephone number and email (if any) to the Company's email at investor@superturtle.co.th.

The Company shall conduct the Meeting in compliance with Chapter 4 - Shareholders' Meeting of the Company's Articles of Association as per Enclosure 8.

Please be informed accordingly.


Sincerely yours,
Super Turtle Public Company Limited



Mr. Chaiwat Atsawintarangkun
Chairman


Enclosure 2

**Profiles of the Candidates Nominated as Directors in Replacement of Directors who Retired by Rotation
(For consideration of Agenda 4: To consider the election of directors to replace those who will retire by rotation)**

Name – Surname	Mr. Chan Kin Tak	
Type of director nominated for election	Director	
Director nomination criteria and procedure	Consideration by the Board of Directors	
Current position	Director	
Date of appointment as Director	22 June 2022	
Number of years in office	1 years 6 months	
Age	58 years	
Education	- St. Louis Old Boy College	
Director training programs	Thai Institute of Directors - Director Certification Program (DCP) Year 2013 - Director Accreditation Program (DAP) Year 2010	
Attendance in training programs in 2023	- N/A	
Current position in other listed companies (1 company)	2019 – Present 2015 – Present 2012 – Present 2012 – Present 2007 – Present 2003 - Present	Member of the Risk Management Committee, VGI Plc. Member of the Sustainability Committee, VGI Plc. Member of the Executive Committee, VGI Plc. Member of the Nomination and Remuneration Committee, VGI Plc. Director, VGI Plc. Chief Operating Officer, VGI Plc.
Current position in other non-listed companies (5 companies)	2023 – Present 2017 – Present 2016 – Present 2009 – Present 2007 – Present	Direct, Hivebox (Thailand) Co., Ltd. Director, VGI Global Media (Malaysia) Sdn. Bhd. Director, Demo Power (Thailand) Co., Ltd. Director, Point of View (POV) Media Group Co., Ltd. Director, VGI Advertising Media Co., Ltd.
Current position in other business potentially having conflict of interest or in competition with the Company's business	-None-	

No. of the Company's shares held as at 31 December 2023	-None-
Meeting attendance in 2023	Board of Directors 6/6 meetings Shareholders 1/1 meetings
Family relationship among directors and executives	-None-

**Profiles of the Candidates Nominated as Directors in Replacement of Directors who Retired by Rotation
(For consideration of Agenda 4: To consider and elect the directors in replacement of those who retired by rotation)**

Name – Surname	Mrs. Chitkasem Moo-Ming	
Type of director nominated for election	Director	
Director nomination criteria and procedure	Consideration by the Board of Directors	
Current position	Director	
Date of appointment as Director	22 June 2022	
Number of years in office	1 years 6 months	
Age	48 years	
Education	<ul style="list-style-type: none"> - Master of Business Administration, Finance and Strategy, University of North Carolina at Chapel Hill, United States of America - Bachelor of Business Administration, Finance and Banking, Chulalongkorn University 	
Director training programs	Thai Institute of Directors <ul style="list-style-type: none"> - Director Certification Program (DCP) Year 2014 - Company Secretary Program (CSP) Year 2012 	
Attendance in training programs in 2023	- N/A	
Current position in other listed companies (2 company)	2021 – Present	Director, Jay Mart Plc.
	2019 – Present	Member of the Risk Management Committee, VGI Plc.
	2016 – Present	Member of the Executive Committee / Chief Financial Officer, VGI Plc.
Current position in other non-listed companies (2 companies)	2021 – Present	Director, BSS Holdings Co., Ltd.
	2021 – Present	Director, Rabbit Cash Co., Ltd.
Current position in other business potentially having conflict of interest or in competition with the Company's business	-None-	

No. of the Company's shares held as at 31 December 2023	-None-
Meeting attendance in 2023	Board of Directors 6/6 meetings Shareholders 1/1 meetings
Family relationship among directors and executives	-None-

Definition of Independent Director

Independent director is a director who (i) does not involve in managing the business operations of the Company, its subsidiary and/or associated company, (ii) is independent from a controlling person, major shareholder, and executives of the Company and (iii) has no relationship that may interfere his/her independent judgement. The definition of independent director as defined by the Company is equivalent to the minimum requirements of the SEC Office and the SET, as follows:

1. Holding no more than 1% of the total shares entitling to votes of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, including the shares held by related persons of any such independent director;
2. Neither being nor having been a director involving in the management, employee, staff, salaried consultant, or controlling person of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person, unless foregoing status has ended for not less than two years. In this regard, these prohibited characteristics shall exclude the case where an independent director used to be a government officer or advisor of a governmental agency, which is a major shareholder or controlling person of the Company;
3. Neither having nor having had business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, in a manner which may interfere with his/her independent judgment; neither being nor having been a significant shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for not less than two years;
4. Not being a person related by blood or registration under the laws as father, mother, spouse, sibling and child (including the spouse of child) of the director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary;
5. Not being a director who is appointed as a representative of the Company's director, major shareholder, or any shareholder who is related to the Company's major shareholder;
6. Neither being nor having been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for not less than two years;
7. Neither being nor having been any professional advisor, including legal advisor, financial advisor or appraiser, who receives service fees exceeding THB two million per annum from the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of such professional advisor, unless the foregoing relationship has ended for not less than two years;
8. Neither operating a business which has the same nature of business and competes with the business of the Company or its subsidiary nor being significant partner in partnership or director involving in the management, employee, staff, salaried consultant, or holding shares exceeding 1% of the total shares entitling to votes of the other companies operating the business with the same nature and in competition with the Company or its subsidiary; and
9. Not possessing any characteristic which disables the expression of independent opinions with respect to the Company's business operations.

Brief Profiles and Experiences of Auditors from EY Office Limited

(For consideration of Agenda 6: To consider and approve the appointment of auditors and the determination of audit fee for the year 2024 (1 January 2024 – 31 March 2024))

Name - Surname: Mr. Preecha Arunnara

Nationality: Thai

Certified Public Accountant Registration Number: 5800

Education Qualification:

- Master of Business Economics, Thammasat University
- Bachelor of Accounting, Chulalongkorn University

Work Experience: Mr. Preecha has more than 20 years working with EY Office Limited for financial auditing.

Position: Partner

Shareholding in the Company (percent): None

Relationship with or interest in the Company, subsidiaries, executives, major shareholders, or their related persons: None

Record of illegal action: None



Name-Surname: Mr. Vatcharin Pasarapongkul

Nationality: Thai

Certified Public Accountant Registration Number: 6660

Education Qualification:

- Master of Accounting, Thammasat University
- Bachelor of Accounting, Thammasat University

Work Experience: Mr. Vatcharin has more than 20 years working with EY Office Limited for financial auditing.

Position: Partner

Shareholding in the Company (percent): None

Relationship with or interest in the Company, subsidiaries, executives, major shareholders, or their related persons: None

Record of illegal action: None



Name - Surname: Mr. Pornanan Kitjanawanchai

Nationality: Thai

Certified Public Accountant Registration Number: 7792

Education Qualification:

- Master of Economic, National Institute of Development Administration
- Bachelor of Accounting, Chulalongkorn University

Work Experience: Mr. Pornanan has more than 20 years working with EY Office Limited for financial auditing.

Position: Partner

Shareholding in the Company (percent): None

Relationship with or interest in the Company, subsidiaries, executives, major shareholders, or their related persons: None

Record of illegal action: None



Guidelines for Appointment of Proxy, Meeting Attendance and Vote Casting and Counting

Proxy

In the event any shareholder is unable to attend the meeting in person, the shareholder can appoint any person or an independent director of the Company to attend the meeting and cast the votes on his/her behalf. The Company has prepared proxy forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of proxy form to be used for the meeting of shareholders:

Proxy Form A is a general form that is simple and uncomplicated;

Proxy Form B is an explicit form that sets out specific details of authorization;

Proxy Form C is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

In this regard, the Company has enclosed Proxy Form B with this invitation as set out in Enclosure 7. Shareholders can download Proxy Form A, Form B and Form C from the Company's website at www.superturtle.co.th.

Procedures for Proxy Appointment

1. Shareholders can use only one type of Proxy Form A or Form B. In case the shareholders are foreign investors and have appointed a custodian in Thailand to be their share depository the shareholders shall use Proxy Form C.
2. Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately, save for shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository using Proxy Form C.
3. The shareholders can appoint the Company's independent director whose profiles set forth in Enclosure 6 as their proxies. If the shareholders appoint the Company's independent director as their proxies, we recommend that the shareholders shall use Proxy Form B attached herewith and instructed their voting intention in each agenda.
4. A proxy form must be correctly and completely filled in, signed by a grantor and a proxy(ies) (in the event the Company's independent director is not appointed as proxy), and affixed with Baht 20 stamp duty, which must be crossed out and dated upon appointment of the proxy. For convenience, the Company will provide stamp duties for those who attend the meeting by proxy.
5. Appointment of proxy
 - 5.1) Appoint any person as the proxy to attend the electronic meeting - Shareholders or proxies shall follow item nos. 1. – 4. above and submit the request to obtain meeting details, username and password. Guidelines for request submission can be seen in electronic meeting procedure via Inventech Connect set forth in Enclosure 5.
 - 5.2) Appoint an independent director of the Company as the proxy to attend the electronic meeting – Shareholders shall follow item nos. 1. – 4. above and submit the request via electronic means pursuant to the specified procedures or send the completely filled and

signed proxy form with the required documents to the Company at the following address by postal within 23 April 2024:

Company Secretary Office
Super Turtle Company Limited
333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,
Vibhavadi-Rangsit Road, Chomphon, Chatuchak,
Bangkok 10900.

Documents Required for Attending E-Meeting

1. Individual

- (1) Attendance in person - a valid photographic identification document issued by a government agency, e.g., Thai nationality identification card, government identification card, driving license, or a passport. In case there is any change in name or surname, documentary evidence to such effect must also be presented.
- (2) Attendance by proxy - (a) a Proxy Form A, or Form B, that has been correctly and completely filled in and signed by the grantor and the proxy(ies), (b) a copy of an identification document of the grantor issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by the grantor, and (c) a copy of an identification document of the proxy issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by the proxy.

2. Juristic Person

- (1) Attendance in person by authorized representative(s) – (a) a copy of the shareholder’s affidavit, which must be issued by Ministry of Commerce or other authorized agency, no later than 6 months prior to the meeting date, containing a statement showing that such authorized representative(s) who attends the meeting is empowered to act on behalf of the juristic person, and which has been certified true and correct by the authorized representative(s), and (b) a copy of an identification document of the authorized representative(s) issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by such authorized representative(s).
- (2) Attendance by proxy - (a) a Proxy Form A, or Form B, that has been correctly and completely filled in and signed by the grantor and the proxy(ies), (b) a copy of the shareholder’s affidavit, which must be issued by Ministry of Commerce or other authorized agency, no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is the authorized representative(s) of the juristic person, and which has been certified as true and correct copy by such authorized representative(s), (c) an identification document of the authorized representative(s), who signs the proxy form, issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by such authorized representative(s), and (d) a copy of an identification document of the proxy issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by the proxy.

3. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository

Documents from custodian

- (1) a Proxy Form C that has been correctly and completely filled in and signed by the custodian's authorized representative(s) as the grantor and the proxy(ies);
- (2) a document confirming the license to engage in the custodian business;
- (3) a copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is empowered to act on behalf of the custodian, and which has been certified as true and correct copy by the custodian's authorized representative(s);
- (4) a copy of an identification document of the custodian's authorized representative(s), who signs the proxy form, issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by such custodian's authorized representative(s); and
- (5) a copy of an identification document of the proxy issued by a government agency as referred in Clause 1.(1).

Documents from shareholder who are foreign investors

- (1) a copy of a power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf;
- (2) In the case of an individual shareholder - a copy of an identification document of the shareholder issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by the custodian's authorized representative(s).
- (3) In the case of a juristic person - (a) a copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the power of attorney in Clause (1) above is empowered to act on behalf of the juristic person, and certified as true and correct by the custodian's authorized representative(s), and (b) a copy of an identification of the authorized representative(s) of the shareholder, who signs the power of attorney, issued by the government agency as referred in Clause 1.(1), which has been certified as true and correct by the custodian's authorized representative(s).

Registration

The Company will open a portal for the shareholders and/or proxy to register for attending the meeting from 12.00 p.m. of the meeting date (2 hours before the meeting time) onwards until the meeting adjourns. The Company reserves the rights to refuse the shareholders' and/or proxies' requests to withdraw the registration after the commencement of the meeting, or to register after the meeting is adjourned, unless shareholders and/or proxies register for leaving meeting pursuant to the procedures set forth in electronic meeting procedure via Inventech Connect in Enclosure 5.

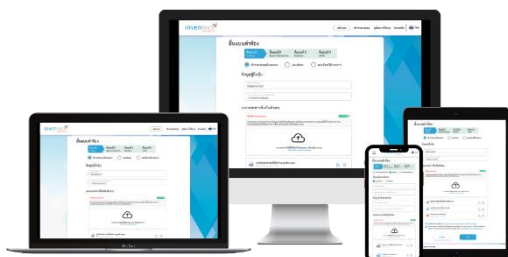
Vote Casting and Counting

1. Vote casting shall be conducted openly, whereby one share shall have one vote.
2. Resolutions of the shareholders' meeting require the following votes:
 - in ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and being entitled to vote;
 - in other cases as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution at the end of each agenda item;
 - in the case of a tie vote, the chairman of the meeting shall have a casting vote;
 - a shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
3. As for vote casting in agenda item with respect to the election of directors in replacement of those who retired by rotation or the appointment of new directors, the Company will arrange the vote casting for the election or appointment of each nominated director individually.
4. Vote casting by the proxy, (a) in the event that the grantor has specified the voting instruction in the proxy form, the Company will record such votes, together with the registration to attend the meeting of the proxy, but (b) in the event that the grantor has not specified the voting instruction for any agenda in the proxy form, or the voting instruction is unclear, or the meeting considers additional agenda aside from the agenda stipulated in the proxy form as well as any changing and adding of the fact thereon, the proxy is able to consider and cast his/her vote as deemed appropriate.
5. Before casting the votes in each agenda item, the chairman of the meeting or the person designated by the chairman of the meeting will allow the meeting attendants to inquire or comment on the issues related to such agenda item as appropriate. The meeting attendants can study step to raise questions via Inventech Connect electronic meeting as detailed in Enclosure 5. Opinions and inquiries expressed or raised by the meeting attendants will be presented and answered in the meeting. However, the Company reserves its rights to undertake any action for the meeting to be conducted concisely and efficiently.

Electronic Meeting Procedure via Inventech Connect

Submission of e-request to attend electronic meeting

1. Shareholder shall submit an e-request to attend the electronic meeting via web browser at <https://serv.inventech.co.th/TURTLE171293R/#/homepage> or scan QR Code and follow the following steps:




1. clicking weblink or scanning QR Code in the invitation;
 2. choosing type to file a request form and further following 4 steps below:
 - Step 1 filling in the information, including shareholder's information;
 - Step 2 filling in the shareholder's verification information;
 - Step 3 verifying himself/herself via OTP;
 - Step 4 successful submission, verifying information correctness as displayed by the system; and
 3. waiting for an email informing of meeting details, username and password.
2. A registration portal for shareholder, who intend to attend the meeting by himself/herself or through the proxy who is not the provided independent directors, to submit a request will be opened from 17 April 2024 at 8.30 a.m. and will be closed on 24 April 2024 at the meeting adjournment.
 3. The electronic meeting system will be opened on 24 April 2024 at 12.00 p.m. (2 hours before the meeting time). Shareholders or proxies shall use the provided username and password and follow the user manual.

Appointment of the independent director as proxy

Shareholders who appoint the Company's independent directors as the proxy shall follow instructions as set forth in Enclosure 4. The shareholders can submit a request to attend the meeting by electronic means as per the specified procedures or send the complete proxy form with the required documents to the Company at the following address. The complete proxy form and required documents shall be delivered to the Company within 23 April 2024.

Company Secretary Office
 Super Turtle Public Company Limited
 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,
 Vibhavadi-Rangsit Road, Chomphon, Chatuchak,
 Bangkok 10900

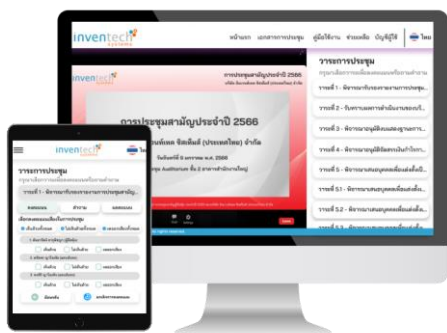
Please contact Inventech Call Center for a troubleshooting.

-  02-931-9139 (available from 17 – 24 April 2024, 08.30 a.m. – 5.30 p.m. for business day only, not include national and public holidays)



Report a problem
 @inventechconnect

Vote casting process (e-Voting)



In event of accessing system by computer, laptop, mobile phone and tablet,

1. signing into the system by using email and password which are received from email or requesting OTP;
2. clicking “Register” button;
3. clicking “Join Attendance” button;
4. selecting which agenda for vote casting;
5. clicking “Vote” button;
6. casting the vote pursuant to your intention; and
7. status of your latest vote will be displayed by the system.

To cancel the latest vote, please press the “Cancel Latest Vote” button (it means that your recent vote is abstention or will be included into the vote determined by the meeting). Your vote can be changed until the vote casting system of relevant agenda item is closed.

Step to raise questions via InvenTech Connect



Selecting which agenda for raising question and clicking “Question” button

Question by typing

- Typing the question and then clicking “Send”

Question via video conference

- Clicking “Conference” button
- Clicking “OK” for queue confirmation
- Waiting for your queue before opening your microphone and camera

InvenTech Connect user manual



User Manual e-Request



User Manual e-Voting

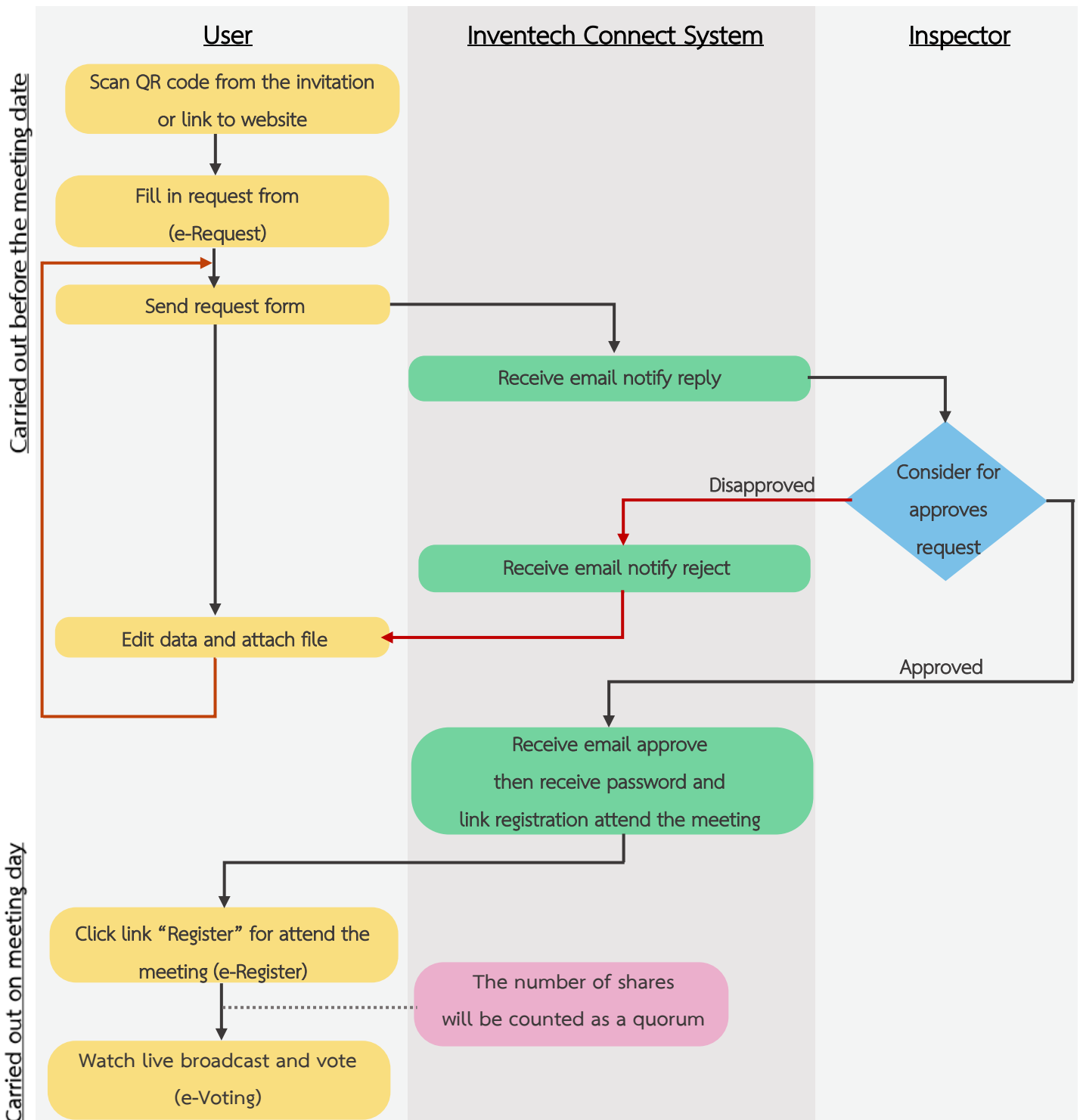


Video of using InvenTech Connect

Remark Operational performance of the electronic meeting system through InvenTech Connect system are depended upon internet, including equipment and/or its operation system. Please therefore use following equipment and/or operation system:

1. Internet speed requirements, High-Definition Video requires internet speed at 2.5 Mbps. High Quality Video requires internet speed at 1.0 Mbps. Standard Quality Video requires internet speed at 0.5 Mbps.
2. Equipment requirements, i.e., smartphone or tablet with iOS or android OS and computer or laptop with Windows or Mac OS.
3. Web browser, i.e., Chrome (recommend browser), Safari or Microsoft Edge. Internet Explorer does not support the electronic meeting system.

Flow chart showing procedure for electronic meeting (e-Meeting)



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

Profiles of Independent Director for Appointment as Proxy



Mr. Chaiwat Atsawintarangkun

Chairman of the Board of Directors, Independent Director and Chairman of the Audit Committee

Age: 71 years

Date of appointment as Director: 9 August 2022

Address: No. 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Interest in the meeting agenda: Not having special interest that differs from other directors in all agenda items to be proposed at this 2024 Annual General Meeting of Shareholders

Enclosure 7

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.อากรแสตมป์ 20 บาท
Duty Stamp of THB20เลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
Shareholder registration number Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationalityอยู่เลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing / located at Soi Road Subdistrictอำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code(2) เป็นผู้ถือหุ้นของ บริษัท ซุปเปอร์ เตอร์เทิล จำกัด (มหาชน)
Being a shareholder of **Super Turtle Public Company Limited**โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding a total of shares and having the vote equal to votes as follows: หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to votes หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preference share shares having the vote equal to votes(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ ได้)
Hereby appoint (The shareholder may appoint the Company's independent director to be his/her proxy.) ชื่อ นายชัยวัฒน์ อัสวินทรวงกูร อายุ 71 ปี อยู่เลขที่ 101/72 หมู่ 2
Name Mr. Chaiwat Atsawintarangkun Age 71 years residing at 101/72 Moo 2ถนน ซอยมณีนียา ซอย 6 ตำบล/แขวง ไทรม้า อำเภอ/เขต นนทบุรี
Road Soi Manceya Soi 6 Subdistrict Sai Ma District Nonthaburiจังหวัด นนทบุรี รหัสไปรษณีย์ 11000 หรือ
Province Nonthaburi Postal Code 11000 Or ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years residing atถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Subdistrict Districtจังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 24 เมษายน 2567 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on 24 April 2024, at 2.00 p.m. via electronic means, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/we hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

- วาระที่ 1** **รับทราบรายงานผลการดำเนินงานและรายงานคณะกรรมการบริษัทสำหรับปีบัญชี 2566**
Agenda 1 To acknowledge the report on the operating results and the Board of Directors' report for the fiscal year 2023 (ไม่มีการลงคะแนนเสียงในวาระนี้ / No casting of votes in this agenda)
- วาระที่ 2** **พิจารณาอนุมัติงบการเงินสำหรับปีบัญชี 2566 สิ้นสุด ณ วันที่ 31 ธันวาคม 2566**
Agenda 2 To consider and approve the financial statements for the fiscal year 2023 ended 31 December 2023
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 3** **พิจารณาอนุมัติงดจ่ายเงินปันผลสำหรับผลการดำเนินงานสำหรับปีบัญชี 2566 สิ้นสุด ณ วันที่ 31 ธันวาคม 2566**
Agenda 3 To consider and approve the omission of the dividend payment for the operating results of the fiscal year 2023 ended 31 December 2023
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4** **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ**
Agenda 4 To consider the election of directors to replace those who will retire by rotation
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- เลือกตั้งกรรมการทั้งหมดที่ได้รับการเสนอชื่อ
Elect the entire group of nominated directors
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- เลือกตั้งกรรมการเป็นรายบุคคล
Elect each nominated director individually

ชื่อกรรมการ..... นายชาน คิน ตัก.....

Director's name..... Mr. Chan Kin Tak.....

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ..... นางจิตเกษม หมุ่มมิ่ง.....

Director's name..... Mrs. Chitkasem Moo-Ming.....

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณากำหนดค่าตอบแทนของกรรมการประจำปี 2567 สำหรับรอบบัญชี 1 มกราคม 2567 – 31 มีนาคม 2567
Agenda 5 To consider and approve the determination of the directors' remuneration for the year 2024 (1 January 2024 – 31 March 2024)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2567 สำหรับรอบบัญชี 1 มกราคม 2567 – 31 มีนาคม 2567
Agenda 6 To consider and approve the appointment of auditors and the determination of audit fee the year 2024 (1 January 2024 – 31 March 2024)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 7 To consider other matters (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instructions specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

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

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

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

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting, and may not split his/her votes to different proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดที่ได้รับการเสนอชื่อหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ซุปเปอร์ เทอร์เทิล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 24 เมษายน 2567 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of **Super Turtle Public Company Limited** for the 2024 Annual General Meeting of Shareholders on 24 April 2024 at 2.00 p.m., via electronic means, or such other date, time and place as the meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

Super Turtle Public Company Limited's Articles of Association, Chapter 4 - Shareholders' Meeting

Article 35 The Company's shareholders' meeting shall be held at the locality where the Company's head office is located or in a neighboring province or at other venue as fixed by the board of the directors.

Article 36 The shareholders' meeting shall be held at least once a year and shall be called an "annual general meeting of shareholders". The annual general meeting shall be held within four (4) months from the end of the fiscal year of the Company. Any other meetings of shareholders shall be called an "extraordinary general meeting".

The board of directors may call an extraordinary general meeting whenever it deems appropriate. Moreover, one or more shareholders holding shares in aggregate of not less than ten percent of the total number of issued shares may at any time submit their names and request the board of directors in writing to call for an extraordinary general meeting, provided that the subjects and reasons for the request to call such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call a shareholders' meeting to be held within forty-five days from the date of the receipt of such request from the said shareholders.

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

In the case where, at the meeting called by the shareholders under the third paragraph, the number of the shareholders presented does not constitute quorum as prescribed by Article 38, the shareholders under the third paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 37 To convene a shareholders' meeting, the board of directors shall prepare a notice of invitation, indicating the venue, date, time and agenda items, including matters to be proposed to the meeting and appropriate details. The notice shall clearly indicate whether the matters, along with relevant opinion of the board of directors, are proposed to the meeting for acknowledgement, for approval or for consideration. The notice of invitation shall be delivered to shareholders and the public limited company registrar no less than seven (7) days prior to the date of the meeting, and shall be published in a newspaper for no less than three (3) consecutive days and no less three (3) days prior to the date of the meeting.

Article 38 At a shareholders' meeting, regardless of whether it is conducted in physical or by electronic means, there shall be not less than twenty five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders, and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of issued shares, whereby a quorum would then be constituted.

In case the shareholders' meeting is held by electronic means, such meeting shall be proceeded in accordance with the criteria and methods specified by law.

At any shareholders meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, and if such shareholders meeting was called as a result of a request of the shareholders, the meeting shall be cancelled. If the meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice of calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, a quorum is not required.

Article 39 At any shareholders meeting, shareholders may give a proxy to other persons to attend the meeting and vote on their behalf. The proxy shall be made in writing as prescribed by the public limited company registrar and signed by the proxy grantor. The proxy shall be submitted to the chairman or the person determined by the chairman at the venue of the meeting before the proxy attends the meeting. The proxy form shall at least include the following particulars:

- a. number of shares held by the proxy grantor;
- b. name of the proxy; and
- c. serial number of meeting which the proxy has been authorized to attend and vote at.

Article 40 The shareholders' meeting shall proceed in accordance with the order of agenda items prescribed in the notice of invitation, unless the meeting resolves to change the order of agenda items by a vote of no less than two-thirds (2/3) of the shareholders attending the meeting.

Once the meeting has finished consideration of matters in accordance with the agenda prescribed in the notice of invitation, shareholders holding in aggregate not less than one-third (1/3) of the total number of issued shares may request that the meeting consider other matters than those prescribed in the notice of invitation.

Where consideration of matters following the order of agenda items determined in the notice of invitation are not finished, and it is necessary to adjourn the meeting, the meeting shall determine the venue, date and time for the subsequent meeting. The board of directors shall then submit to shareholders the notice of invitation to such meeting, indicating the venue, date, time and agenda items, no less than seven (7) days prior to the date of the subsequent meeting. Such notice of invitation shall be published in a newspaper for no less than three (3) consecutive days and no less three (3) days prior to the date of the subsequent meeting.

Article 41 The chairman of the board of directors shall be the chairman of the meeting. In case of absence of the chairman, or if the chairman is incapable of performing his or her duties, the vice chairman, if any, shall preside over the meeting. If there is no vice chairman, or if the vice chairman is absent or incapable of performing his or her duties, shareholders present at the meeting shall elect one among themselves to preside over the meeting.

Article 42 At a shareholders' meeting, each shareholder shall have one vote per one share.

Any shareholders who have a special interest in any matter shall not be entitled to vote on such matter, except in the case of a vote on election of directors.

Article 43 Unless specified otherwise by this Articles of Association or laws, approval resolutions of any matter at a shareholders' meeting shall be passed by a simple majority vote of the shareholders attending the meeting and being entitled to vote. In the following cases, resolutions shall be passed by a vote of no less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and being entitled to vote:

- a. sale or transfer of the entire business of the Company or a material part thereof to other persons;
- b. purchase or acceptance of business transfer of another public limited company or private limited company to the Company;
- c. entering into, amendment or termination of agreements relating to the lease of the entire business of the Company or a material part thereof, or authorization of other persons to manage the business of the Company, or consolidation of business with other persons with the aim to share profit and loss;
- d. amendment to Memorandum of Association or Articles of Association of the Company;
- e. capital increase or decrease;
- f. issuance of debentures; and
- g. amalgamation or dissolution.

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