



INVITATION TO
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF
KEX EXPRESS (THAILAND) PUBLIC COMPANY LIMITED

THRIVING AS ONE



2:00 p.m., 24th April 2025
via Electronic Means (E-AGM)



No. KEX 6 / 2025

26 March 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders of KEX Express (Thailand) Public Company Limited

Enclosure:

Enclosure 1	Form 56-1 One Report and the financial statements 2024 in QR code format (agenda items 1 and 2)
Enclosure 2	Profiles of the nominated external auditors (agenda item 4)
Enclosure 3	Profiles of the retiring directors proposed for re-election (agenda item 5)
Enclosure 4	Definitions and profiles of the independent directors as proxy
Enclosure 5	Required documents for Shareholders' registration
Enclosure 6	Company's Articles of Association relating to the general meeting of shareholders
Enclosure 7	Proxy Form B In this regard, shareholders may download Proxy Form A (simple version) and Form C (for custodians) at https://investor.th.kex-express.com/th
Enclosure 8	Procedures for registration and attending an electronic meeting

The Board of Directors of KEX Express (Thailand) Public Limited (“**the Company**”) resolved to convene the 2025 Annual General Meeting of Shareholders (“**the Meeting**”) on 24th April 2025, at 2:00 p.m. **via electronic means**. The agendas are as follows:

Agenda 1 To acknowledge the report on the Company's business performance for the year 2024

Rationale

A summary of the Company's performance and significant events in 2024 is provided in *Enclosure 1 as disclosed in the Company's Form 56-1 One Report for the year 2024*, has been provided to shareholders in QR Code format together with the notice of this meeting.

Opinions of the Board of Directors

The Board of Directors recommended that the Meeting should acknowledge the 2024 performance report.

Voting requirements

This agenda item is for the shareholders' acknowledgement only; therefore, voting is not required.

KEX Express (Thailand) Public Company Limited

Head Office: Room 906, 9th Floor, Chao Phya Tower, No. 89,

Soi Wat Suan Phlu, Charoen Krung Road, Bang Rak Sub-district, Bang Rak District, Bangkok, 10500.

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Agenda 2 To approve the audited financial statements for the fiscal year ended 31st December 2024

Rationale

Section 120 of the Public Limited Company Act B.E.2535 (1992) provides that the Company shall prepare its financial statements at the end of the latest fiscal year to be proposed for the shareholders' approval.

Opinions of the Audit Committee

The Audit Committee considered and reviewed the Company's financial statements for the fiscal year ended 31st December 2024, which has been audited by the Company's auditors from PricewaterhouseCoopers ABAS Ltd. (PwC) and deemed it appropriate to be proposed for the shareholders' approval. For more details of the Company's financial statements, please refer to Enclosure 1 section: Financial statements.

Opinions of the Board of Directors

The Board of Directors recommended that the Meeting approve the audited financial statements for the fiscal year ended 31st December 2024 as proposed. A summary of the significant figures is as follows:

Unit: THB million

Description	2024	2023 Restated	2022	+/-	%
Total assets	7,476	9,009	12,093	(1,533)	-17
Total liabilities	5,128	6,413	5,595	(1,285)	-20
Total equity	2,348	2,596	6,498	(248)	-10
Sales and service income	9,449	11,470	17,003	(2,021)	-18
(Loss) attributable to owners of the Company	(5,911)	(3,898)	(2,830)	(2,013)	-52
(Loss) per share (THB/share)	(2.542)	(2.237)	(1.624)	(0.603)	-14

Voting requirements

The resolution requires a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 3 To approve the omission of dividend payment for the 2024 performance

Rationale

The Company's policy is to pay dividends at the rate of no less than 30 percent of the net profit of the Company's separate financial statements by taking into account the Company's operating performance, financial position, cash flow, working capital, investment plan and business expansion, market conditions, debt obligations, conditions and limitations as prescribed in loan agreements, and other



factors in the future, as well as necessities and other related factors deemed appropriate by the Board of Directors.

Pursuant to the section 115 under the Public Limited Companies Act B.E. 2535 (1992), dividends can only be paid from the profits of the company, and not from other types of funds, except in cases where the company still has accumulated losses. In 2024, the Company's consolidated financial statements reported the net loss of THB 5,911 million. Thus, it is deemed appropriate to propose the omission of dividend payment for the 2024 performance.

Opinions of the Board of Directors

The Board of Directors has considered the benefits to the shareholders and compliance with the Company's dividend policy and recommended that the Meeting approve the omission of dividend payment for the 2024 performance.

Voting requirements

The resolution requires a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 4 To approve the appointment of the Company's auditors and audit fee for the year 2025

Rationale

Section 120 of the Public Limited Company Act B.E.2535 (1992) provides that the Company shall propose the appointment of the Company's auditors and audit fee at its shareholders meeting. The former auditors may be re-appointed.

Opinions of the Audit Committee

The Audit Committee considered the qualifications of the proposed auditors in terms of their independence, skills and competency, experience, and proposed audit fee, and deemed it appropriate to propose to the Meeting for its approval of the following auditors from PricewaterhouseCoopers ABAS Limited ("PwC") to be appointed as the Company's and its subsidiary's auditors for 2025:

1. Mr. Boonlert Kamolchanokkul Certified Public Accountant (Thailand) No. 5339
2. Ms. Sukhumaporn Wong-ariyaporn Certified Public Accountant (Thailand) No. 4843
3. Ms. Sanicha Akarakittilap Certified Public Accountant (Thailand) No. 8470

In addition, the proposed auditors are independent and do not have any conflict of interest with the Company, the management, the major shareholders or any related person. The profiles and experiences of auditors are set out in the *Enclosure 2*.



The audit fee and the quarterly review fee for the year 2025 will not exceed THB 3,960,000, increasing by 13.14 percent from previous year, there will be no non-audit fee for this year. However, the proposed audit fee excludes actual out-of-pocket expenses. The following is the proposed fees as compared to those in 2024.

Audit Fee	2025	2024	Increase/(Decrease) (%)
The Company's annual audit fee for the consolidated financial statements, and quarterly review fee for the consolidated financial statements of the Company	3,960,000	3,500,000	13.14
Non-audit fee	฿๐*	฿๐*	

* Excluded the actual out-of-pocket expenses

The aforementioned audit fee paid for the year 2024 excludes the actual out-of-pocket expense.

For 2025, The audit committee acknowledged the audit fee of the subsidiaries in the amount of THB 850,000. The subsidiaries will use the same audit firm as the Company. If the appointed auditors are unable to perform their duties, the Board of Directors are authorised to appoint another auditors from PwC to act on their behalf.

Opinions of the Board of Directors

The Board of Directors recommended that the Meeting approve the appointment of the Company's auditors from PwC and the 2025 audit fee as proposed by the Audit Committee. In this regard, the Board of Directors will supervise the preparation of the consolidated financial statements to be completed on time.

Voting requirements

The resolution requires a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 5 To approve the appointment of directors replacing those retired by rotation in 2025

Rationale

Section 71 of the Public Limited Company Act B.E. 2535 (1992) mandates that one-third of the Board of Directors must retire by rotation. At the 2025 Annual General Meeting of Shareholders, three directors will retire by rotation, namely 1) Mr. Prasan Chuaphanich, 2) Mr. Kamthorn Tatiyakavee and 3) Ms. Hwee Leng Eileen Yeo. However, Ms. Hwee Leng Eileen Yeo has chosen not to extend her directorship term. The company is in the process of identifying a suitable candidate to replace her. If approved by the AGM, the remaining two directors will be reappointed to their respective positions.



Mr. Prasan Chuaphanich	Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee
Mr. Kamthorn Tatiyakavee	Independent Director, Chairman of Risk Management Committee and Member of the Audit Committee

The profiles and experiences of the directors and the number of the board's/sub-committee's meetings attended in the previous year are set out in the *Enclosure 3*.

The Company invited the shareholders to nominate the qualified persons to be elected as the Company's directors from 26th November 2024 – 31th January 2025, through SET channels and the Company's website. No proposed nomination was submitted to the Company.

Opinions of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee, excluding the directors to be retired by rotation, had considered the nominees' qualifications in compliance with the applicable rules and regulations and their knowledge, abilities, experiences, expertise that will benefit the Company's business, business ethics, good attitude towards the Company, and the board's skill matrix, and deemed it appropriate to approve the re-election of the two directors for another term.

Opinions of the Board of Directors

The Board of Directors, excluding the directors to be retired by rotation, had cautiously considered all the candidates nominated by the recommendations of the Nomination and Remuneration Committee that have been screened according to the company's process and meet the qualifications and criteria relevant to the company's business. The Board of Directors agreed to propose the Meeting to re-elect the two retiring directors for another term. If approved by the Meeting, the two directors will also be re-appointed for other positions as proposed by the Nomination and Remuneration Committee as well.

Voting requirements

The resolution requires a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 6 To approve the compensation structure and budget of the Company's Board of Directors for the year 2025

Rationale

Section 22 of the Company's Articles of Association provides that the company's directors shall be entitled to receive the director's remuneration in the form of Monthly Remuneration, meeting allowances, retirement pay, bonuses, or other benefits as deemed appropriate.

Opinions of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee, after all due consideration of various factors, such as the roles and responsibilities and the performance of the Board of Directors and the sub-committees and the



remuneration rates in comparison with other companies within the same industry of similar size, agreed to propose that the Meeting approve the compensation structure and budget of the Company's Board of Directors for the year 2025, which is not exceeding THB 6 million, including monthly remuneration and meeting allowances (excluding bonuses). The proposed compensation structure and budget is of the same amount as those in 2024. The details are as follows;

Description	2025	2024
<u>Monthly Remuneration for directors</u>		
For the Chairman of the Board and the Chairman of the Audit Committee	THB 80,000	THB 80,000
For the Directors	THB 40,000	THB 40,000
<u>Meeting Allowances for Sub-committees</u>		
For the Chairman of Sub-Committees	THB 30,000	THB 30,000
For the Members of Sub-Committees	THB 20,000	THB 20,000
<u>Bonus</u>	Not exceeding 0.5% of the annual dividend	Not exceeding 0.5% of the annual dividend
<u>Other benefits</u>	<ul style="list-style-type: none"> • Directors and Officers Liability Insurance • Expenses for training seminars • Working equipment to facilitate the execution of the directors' responsibilities under the Board of Directors and sub-committee roles. 	<ul style="list-style-type: none"> • Directors and Officers Liability Insurance • Expenses for training seminars • Working equipment to facilitate the execution of the directors' responsibilities under the Board of Directors and sub-committee roles.

Remark: Directors who are executives or employees of the Company are not entitled to receive the monthly remuneration or meeting allowance, and annual bonus.

Opinions of the Board of Directors

The Board of Directors considered the matter and agreed with the opinions of the Nomination and Remuneration Committee that the Meeting should approve the compensation structure and budget of the Company's Board of Directors for the year 2025 as well as designating the Chairman of the Board of Directors to specify the conditions in details for the allocation of the actual bonus to each director as proposed.



Voting requirements

The resolution requires a vote of not less than two-third of the total number of votes of shareholders who attend the Meeting.

Agenda 7 Other matters (if any)

In the second paragraph of section 105 of the Public Limited Company Act B.E.2535 (1992), shareholders who hold an aggregate number of shares of not less than one-third of the total number of shares may request matters to be considered by the Meeting in addition to those specified in the notice of the Meeting.

Opinions of the Board of Directors

Shareholders have the right to make such proposals as outlined above.

The Company set the record date for determining the names of shareholders who will be entitled to attend the 2025 Annual General Meeting of Shareholders on 7th March 2025.

A portal for meeting registration will be opened at 8:30 a.m. from 9th April 2025 onwards (business days only) for shareholders or proxies to submit an e-request to obtain a username, password and web link. Please refer to *Enclosure 8* for the guideline. Shareholders or proxies can register for meeting attendance from 12:00 p.m. of the meeting date onwards until the meeting adjourns.

Should there be any queries or technical problems as regard meeting registration or attendance, please contact Call Center via email: info@quidlab.com or telephone no. 02-013-4322, 080-008-7616.

For any queries regarding the Meeting's matters or other businesses, shareholders may submit their queries at least 1 week before the meeting date to ir@kex-express.com or telephone 063-198-1217.

Sincerely Yours,

(Ms. Xin Wang)

Chairman of the Board of Directors

Remarks During 26th November 2024 to 31st January 2025, the Company has invited the shareholders to propose the matter to be proposed to the shareholders' meeting. No proposed matter was submitted to the Company.



KEX Express (Thailand) Public Company Limited

Privacy Notice For the 2025 Annual General Meetings of Shareholders

KEX Express (Thailand) Public Company Limited (“the Company”) values the importance of the personal data of each of shareholders by providing the protective measures for personal information of the shareholders and/or proxy, who attend the 2025 Annual General Meeting of Shareholders, in accordance with the Personal Data Protection Act B.E. 2562. In order to acknowledge privacy protection measures including your rights, and to recognize on the Company's operations in collecting, using and disclosing your personal information. Further detail please scan this QR code.





Form 56-1 One Report 2024 and the financial statements 2024 in QR code format



Instruction for downloading the Form 56-1 One Report 2024 and the financial statements 2024

For shareholders who are currently using iOS (iPhone or iPad)

1. Open the application “camera”
2. Take your phone that is opening the application scanning the QR Code appeared above
3. Once scanned, your phone will show the pop-up notification. Please open the notification and your phone will redirect to the website

For shareholders who are currently using Android OS

1. Open application Line
2. Open menu “Add Friend” and then select “QR Code”
3. Take your phone that is opening the application Line scanning the QR Code appeared above
4. Once scanned, your phone will show the pop-up notification. Please open the notification and your phone will redirect to the website

Profiles of the nominated external auditors

Name - Surname Mr. Boonlert Kamolchanokkul

Certified Public Accountant No. 5339

Present Position Partner, Assurance Leader



Education

- Heriot-Watt University, U.K. - Master of Business Administration
- De Montfort University, U.K. - Bachelor of Arts (First Class Honors) Accounting and Finance
- Association of Chartered Certified Accountants (ACCA), U.K. - Advanced Diploma in Accounting
- London Chamber of Commerce, U.K. - Diploma in Higher Accounting
- Association of Accounting Technicians (AAT), U.K. - Diploma in Accounting Institute of Internal Auditors (IIA), U.S. - Certified Internal Auditor
- Institute of Internal Auditors (IIA), U.S. - Certified Internal Auditor

Professional Experience 30 years

- Boonlert has started his career with Price Waterhouse in Thailand since 1993. During 1997 – 1998, Boonlert was seconded to Price Waterhouse. (now PricewaterhouseCoopers) in Sydney primarily in the investment banking sector.
- Currently, Boonlert is a partner of PricewaterhouseCoopers ABAS Limited in Thailand and has over 30 years of experience in providing auditing and technical advisory services, specialising in financial services industry. His main areas of technical advice on accounting issues are within the context of Thai and International Financial Reporting Standards, particularly on financial instruments for banks and other financial institutions. Boonlert is the Assurance Leader and a member of Firmwide Leadership Team of PwC Thailand.
- He was the Financial Services Leader of PwC Thailand and was the leader of our Risk Management and Quality function for all offices in Laos, Cambodia, Malaysia, Thailand and Vietnam responsible for the oversight of proper application and implementation of audit and ethical standards, compliance with policies and procedure of our risk management policies and quality control procedures. He was also a member of Management Board and Assurance Management Team during 2004 – 2020, and the Office Managing Partner of PwC Cambodia during 2012 – 2016.

Service Years with KEX -None-

Relationship or interests with the Company, its subsidiaries, executives, or major shareholders, or their related parties -None-

Shareholding as of appointment date -None-

Profiles of the nominated external auditors

Name-surname: Ms. Sukhumaporn Wong-ariyaporn
Certified Public Accountant No. 4843
Present Position Partner
Age 56 years



Education

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

Professional Experience 32 years

- Ms. Sukhumaporn is a partner in the Assurance practice of PricewaterhouseCoopers (PwC), Thailand. She has 32 years' experience in auditing practices with PwC Thailand including two-year secondment working at PwC UK and a seven-month working at PwC Hongkong. She also provides technical consultation on Thai Financial Reporting Standards and International Financial Reporting Standards (IFRS).
- Ms. Sukhumaporn has an intensive experience in auditing in a number of industries including logistic, manufacturing, and trading. She is responsible for international and local clients including listed companies in the Stock Exchange of Thailand.

Service Years with KEX -None-

Relationship or interests with the Company, its subsidiaries, executives, or major shareholders, or their related parties -None-

Shareholding as of appointment date -None-

Profiles of the nominated external auditors

Name – Surname Ms. Sanicha Akarakittilap

Certified Public Accountant No. 8470

Present Position Partner

Age 43 years



Education

- Bachelor of Accounting (First Class Honour), Kasetsart University

Professional Experience 22 years

- Ms. Sanicha is Certified Public Accountant in Thailand. She is accredited IFRS expertise of PwC network. Her audit experiences are in the businesses of:
 - Consumer goods
 - Services & hospitality
 - Property
 - Automotive
 - Industrial & manufacturing

Service Years with KEX -None-

Relationship or interests with the Company, its subsidiaries, executives, or major shareholders, or their related parties -None-

Shareholding as of appointment date -None-

Director Profile

Mr. Prasan Chuaphanich



Age: 73 years

Date of first appointment as a director : 30 May 2019

Tenure : 5 Years 10 Months

Education/Training:

- Honorary Doctorate Degree in Accounting, Kasem Bundit University
- Bachelor Degree in Accounting (2nd Class Honor), Chulalongkorn University
- Certified Public Accountant from Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Advanced Certificate in Auditing from Chulalongkorn University
- ASEAN Chartered Professional Accountant, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Executive Management Program, Ivey School of Business, University of Western Ontario, Canada
- Leading Professional Services Firm, Harvard Business School, USA
- Director Certification Program (DCP), Thai Institute of Directors Association
- Financial Institution Governance Program (FGP), Thai Institute of Directors Association
- Board Matters and Trends Program (BMT), Thai Institute of Directors Association
- Board Nomination and Compensation Program (BNCP), Thai Institute of Directors Association
- Director Leadership Certificate Program (DLCP), Thai Institute of Directors Association

Shareholding in the Company (%): 0.01

Family Relationship with Other Directors and Executives: None

Positions Possibly Initiating the Conflict of Interest to the Company : No

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities : No

Work Experience during past 5 years

● **Position in Company**

2024 – present	Member of the Nomination and Remuneration Committee
2019 - 2024	Chairman of the Nomination and Remuneration Committee
2019 – present	Independent Director, Chairman of the Audit Committee

● Other Listed Companies

2022 - present	Independent Director, and Chairman of the Audit Committee, Singha Estate Public Company Limited
2022 - present	Director, Chairman of the Executive Committee, SCBX Group Control Committee Member and Nomination, Compensation and Corporate Governance Committee Member, SCB X Public Company Limited
2022 - present	Director and Executive Committee Member, Siam Commercial Bank Public Company Limited
2017 – 2021	Independent Director, Audit and Risk Oversight Committee and Chairman of the Sustainable Development Committee, Advanced Info Service Public Company Limited
2016 – 2019	Independent Director and Chairman of the Audit Committee, PTT Global Chemical Public Company Limited
2013 – 2021	Independent Director, Audit Committee and Chairman of the Nomination and Remuneration Committee, Thai Solar Energy Public Company Limited

● Non-Listed Companies

2024 – Present	Chairman of the Board of Directors, Monix Company Limited
2022 – Present	Chairman of the Board of Directors, Auto X Company Limited
2022 – 2024	Director, SCB Data X Company Limited
2021 – Present	Honorary Chairman and Advisor to the Board of Directors, Thai Institute of Directors Association
2020 – Present	Commissioner, State Enterprise Policy Office, Ministry of Finance
2020 – 2024	Commissioner, Life Insurance Fund
2019 – 2023	Advisor, Economic Advisory Council to the Prime Minister, Prime Minister's Office
2019 – 2022	Expert Member on Accounting, Audit Committee and Chairperson of the Subcommittee on Governance and Remuneration, Securities and Exchange Commission (SEC)
2018 – Present	Member of State Enterprise Director List Committee, Ministry of Finance
2017 – Present	Chairman Audit Advisory Panel, Securities and Exchange Commission (SEC)
2017 – Present	Expert Member on Accounting, Public Sector Audit Evaluation Committee
2017 – 2021	Chairman, Thai Institute of Directors Association
2017 – 2021	Chairman, Thai Private Sector Collective Action Against Corruption (CAC)
2016 – 2022	Audit Committee, Mahidol University Council
2016 – 2020	Commissioner, Office of Insurance Commission's (OIC) Advanced Insurance Institute
2015 – Present	Finance and Asset Management Committee, King Mongkut's University of Technology Thonburi



2014 – Present	Expert Member on Accounting and Member of Anti-dumping Practices, Ministry of Commerce
2014 – 2020	Expert Member on Accounting and Chairman of the Audit Committee, Office of Insurance Commission
2013 – 2022	Independent Director and Chairman of Audit Committee, Siam Commercial Bank Public Company Limited

Illegal record in past 10 years : None

Meeting attendance in 2024 :

(Attendance / Total meeting)

- The Board of Directors 11/12 meetings (92%)
- The Audit Committee 9/9 meetings (100%)
- The Nomination and Remuneration Committee 4/4 meetings (100%)

Director Profile

Mr. Kamthorn Tatiyakavee



Age: 71 years

Date of first appointment as a director : 30 May 2019

Tenure : 5 Years 10 Months

Education / Training:

- Master Degree in Business Administration, University of Bridgeport, USA
- Advanced Certificate for Executive Program, King Prajadhipok’s Institute
- Directors Accreditation Program (DAP), Thai Institute of Directors Association
- Directors Certification Program (DCP), Thai Institute of Directors Association
- Audit Committee Program (ACP), Thai Institute of Directors Association
- IT Governance and Cyber Resilience Program (ITG), Thai Institute of Directors Association

Shareholding in the Company (%): 0.01

Family Relationship with Other Directors and Executives: None

Positions Possibly Initiating the Conflict of Interest to the Company : No

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities : No

Work Experience during past 5 years

● **Position in Company**

2024 – present	Chairman of the Risk Management Committee
2019 – present	Independent Director, Member of the Audit Committee

● **Other Listed Companies**

1981 – present	Director, Thai President Foods Public Company Limited
1981 – 2018	Director, President Bakery Public Company Limited

● **Non-Listed Companies**

2017 – Present	Chairman of the Board of Directors, Keystone Holding Company Limited
2014 – Present	Advisor to the Board of Directors, Kerry Flour Mills Limited
2015 – 2019	Independent Director, Export-Import Bank of Thailand
2014 – 2019	Chairman, WHA Real Estate Management Company Limited



Illegal record in past 10 years : None

Meeting attendance in 2024 :

- The Board of Directors
- The Audit Committee
- The Risk Management Committee

(Attendance / Total meeting)

10/12 meetings (83%)

9/9 meetings (100%)

1/1 meetings (100%)



Definition of Independent Director of the Company

The Board of Directors have defined the qualification of independent director according to the rules and regulation of the Securities and Exchange Commission of Thailand. The details are as follows:

1. Holding no more than one percent of the total voting rights
2. Not being an executive director involved in the management of the business, employee, staff, advisor, earning regular monthly salary, controlling person during the period of two preceding years. Relaxation of this requirement is in the case where the person is retired as a government official or as a consultant of a government agency which is a majority shareholder or has controlling interest for less than 2 years.
3. Not being a person who is relate by blood or legal relations with a director or an executive.
4. Not having a business relationship with including not being the significant shareholder or the controlling person of a juristic person having a business relationship with the company in an amount starting from 20 million baht or more or from three percent of NTA, whichever is amount is lower, unless such foregoing relationships have ended for at least two years prior to the date of filing.
5. Not being an auditor of the company, its parent company, subsidiary, associate company, a major shareholder, a controlling person, unless such foregoing relationships have ended for at least two years prior to the date of filing.
6. Not being a provider of professional services, a significant shareholder, controlling person, or partner of such provider with a service fee of more than two million baht per year during the period of two preceding year.

* In case of a person who has qualifications inconsistent with 4 and 6, he or she shall be granted an exemption from such prohibition, provided that the issuer has obtained an opinion of the board of directors indicating that after a consideration in accordance with the principle in Section 89/7, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the following information has also been disclosed in the notice calling the shareholders' meeting.
7. Not being a director who is appointed as the representative of directors of the issuer, major shareholder or shareholder who is a connected person of a majority shareholder.
8. Not undertaking any business of the same nature and in competition with the company and the subsidiary, or holding more than one percent of the voting shares, or being a managing director, employee, staff, advisor with a regular monthly salary, person with controlling interest in such business.
9. Not having any other characteristics that cause the inability to express independent opinions.



10. An independent director can be an independent director of an affiliated company, but a member of the Audit Committee is prohibited from being a director of a parent company, subsidiary or subsidiary at the same level (sister company) which are listed companies.
11. After being appointed as an independent director, that independent director may be assigned by the board of directors to make a decision on the business operation, the parent company, subsidiary, associate company, sister company, major shareholder or controlling person in the form of collective decision. However, a member of the Audit Committee is prohibited from taking part in the decision-making on the business operation

Information of Independent Director who will perform as proxy



Mr. Prasan Chuaphanich

- Independent Director

Age : 73 years

Address : No. 89, Chao Phya Tower, 9/F, Room no.906, Soi Wat Suan Phlu, Charoen Krung Road, Bang Rak Sub-District, Bang Rak District, Bangkok 10500

Possible Conflict of Interest in Agenda Item :

None

Specific Conflict of Interest : **Agenda No. 5**

The further details of his profile are shown in the **QR Code below**



Mr. Kamthorn Tatiyakavee

- Independent Director

Age : 71 years

Address : No. 89, Chao Phya Tower, 9/F, Room no.906, Soi Wat Suan Phlu, Charoen Krung Road, Bang Rak Sub-District, Bang Rak District, Bangkok 10500

Possible Conflict of Interest in Agenda Item :

None

Specific Conflict of Interest : **Agenda No. 5**

The further details of his profile are shown in the **QR Code below**



Note: Agenda No.5 To approve the appointment of directors replacing those retired by rotation in 2025



Required documents for Shareholders' registration

Documents for Shareholders registration for Attending the Meeting in Person

- (1) Shareholders as Natural Person (both Thai and foreign shareholders)
 - (1.1) the identity card or any authorized cards issued by governmental entity, e.g., national identity card, officer identity card or passport
- (2) Shareholders as legal entity both Thai and Foreign
 - (2.1) the Registration Certificate or other evidences presenting the status of being legal entity or the copy of which certified by the registrar (not more than 6 months)
 - (2.2) the evidence of being authorized person of the legal entity with the identity card required in 1.1

Documents for Shareholders registration for Shareholders Granting the Proxy

- (1) In case the principal is natural person residing in Thailand, please show the following:
 - (1.1) Proxy Form
 - (1.2) Certified copy of Identity card (required in 1.1) of the proxy
- (2) In case the principal is natural person residing overseas, please show the following:
 - (2.1) Proxy Form
 - (2.2) Certified copy of Identity card (required in 1.1) of the proxy
**All documents are required to be legally certified by Thai consulate, Notary Republic or any other entities that have the local legal rights.*
- (3) In case the principal is a legal entity registered in Thailand, please show the following:
 - (3.1) Proxy Form
 - (3.2) Registration Certificate issued by the Ministry of Commerce (not more than 6 months)
 - (3.3) Certified copy of identity card (as required in 1.1) of the proxy
- (4) In case the principal is a legal entity registered overseas, please show the following:
 - (4.1) Proxy Form
 - (4.2) Original or copy of Registration Certificate or other evidences presenting the status of being legal entity together with the evidence of granting power of attorney to the proxy as authorized person to certify the proxy form
 - (4.3) Certified copy of identity card (as required in 1.1) of the proxy
**All documents are required to be legally certified by Thai consulate, Notary Republic or any other entities that have the local legal rights.*
- (5) The appointment of proxy shall conform the conditions shown in the proxy form
- (6) If the participant has changed their name or surname, such person is required to show the certified evidence of such change
- (7) If the proxy form shows any amendment, erasure, crossing-off of voting mark, proxy's name or of any clauses, it is required to certify or initial by the principal. In case the principal doesn't conform with such procedures, the Company reserves the right to consider such proxy form to be wholly or partially void.

The Company reserves the right to only allow the participant with complete and accurate documents to attend the meeting



Articles of Association of the Company in related to Annual General Meeting of Shareholders

Board of Directors

- Article 15. The Company shall have a board of directors, consisting of not less than five (5) persons, to conduct its operations, provided that no less than one-half (1/2) of the total number of directors shall reside in the Kingdom of Thailand.
- Article 16. The directors shall be elected by the shareholders' meeting in accordance with the following rules and procedures:
- (1) Each shareholder shall have one (1) vote for one (1) share.
 - (2) Each shareholder may exercise all the votes he or she has under (1) above to elect one or several persons to be a director or directors, but cannot divide his/her votes in an unequal number to any particular person.
 - (3) Persons who are elected to be directors will be those who receive the highest number of votes, in descending order, according to the number of directors who are to be elected. In the event of a tie for the last position to be elected and this exceeds the said number of directors, the chairman of the meeting shall have a casting vote.
- Article 17. At each annual general meeting, one-third (1/3) of the total number of the directors at that time, or if the number is not a multiple of three, then the number nearest to one-third (1/3), must retire from office.
- A retiring director is eligible for re-election.
- The directors retiring from office in the first and second years after the registration of the Company shall be selected by means of drawing lots. In subsequent years, the director who has held office the longest shall retire.
- Article 18. Apart from retirement upon expiration of the term of office, a director shall cease to hold office if he or she,
- (1) dies;
 - (2) resigns;
 - (3) lacks the requisite qualifications or possesses prohibited characteristics under the law governing public limited companies and the law governing securities and exchange;
 - (4) is removed by a resolution of the shareholders' meeting as specified in Article 20
 - (5) is removed by a court order.
- Article 19. Any director who wishes to resign from the Company shall submit a resignation letter to the Company. The resignation shall be effective from the time the resignation letter reaches the Company.



A director who resigns according to the first paragraph may inform the Registrar of his or her resignation.

Article 20 A shareholders' meeting may pass a resolution removing any director from office prior to the expiration of the term of office, by a vote of not less than three-quarters (3/4) of the number of shareholders attending the meeting and eligible to vote, and the shares held by the voting shareholders shall, in aggregate, be not less than one-half of the number of shares held by the shareholders attending the meeting and eligible to vote.

Article 21. In the case of a vacancy on the board of directors for any reason other than the expiration of the director's term of office, the board of directors shall elect a person who has the qualifications and who possesses no prohibited characteristics under the law governing public limited companies and the law governing securities and exchange, as a substitute director at the next meeting of the board of directors, unless the remaining term of the office of the vacating director is less than two (2) months, provided that the substitute director shall hold office only for the remaining term of office of the director whom he or she replaces.

The resolution of the board of directors under the first paragraph shall require a vote of not less than three-quarters (3/4) of the number of directors remaining.

Article 22 The directors shall be entitled to receive remuneration from the Company in the form of a financial reward, meeting allowance, gratuity, bonus or benefit of any other nature in accordance with a resolution of the shareholders' meeting by a vote of not less than two-thirds (2/3) of the number of shareholders attending the meeting. The remuneration may be designated in fixed amounts or as a specific guideline, for any specific time of payment, or for continuous application until any future amendment by a resolution of the shareholders' meeting. In addition, the directors shall be entitled to receive allowances and fringe benefits in accordance with the Company's regulations.

The provision in the first paragraph shall not prejudice the rights of the Company's staff or employees who are appointed to be directors in respect of their entitlement to receive remuneration and benefits as staff or employees of the Company.

Meeting of Shareholders

Article 31 The board of directors shall hold an annual general meeting of shareholders within four (4) months after the end of the Company's accounting year.

General meetings of shareholders other than as specified in the first paragraph shall be called extraordinary general meetings. The board of directors may call extraordinary general meetings whenever they deem it appropriate.

Any shareholder or shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may at any time subscribe their names and clearly state



the purpose in a letter requesting the board of directors to call an extraordinary general meeting. In this case, the board of directors shall call the shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.

In case the board of directors fails to arrange for a shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders, the shareholder or shareholders who holds shares in the aggregate number as previously prescribed may call a general meeting of shareholders within forty-five (45) days following the lapse of forty-five (45) days period requiring the board of directors to convene a shareholders' meeting. In such event, it is deemed that a shareholders' meeting convened by the board of directors and the Company shall be responsible for any necessary and reasonable expense incurred for holding and facilitating such meeting.

Article 32 In calling a shareholders' meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agenda items, and the matters to be proposed 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, as well as the opinions of the board of directors on the said matters, and shall send the same to the shareholders and the Registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of the notice of the meeting shall also be made in a newspaper for a period of not less than three (3) consecutive days, at least three (3) days prior to the meeting date.

A meeting of shareholders shall be held at the province in which the Company's head office is situated or any other location in Thailand as may be fixed by of the board of directors.

Article 33 At a shareholders' meeting, the quorum of the meeting shall consist of shareholders or proxies (if any) who represent not less than twenty-five (25) persons or not less than one-half of the total number of shareholders, holding in aggregate not less than one-third (1/3) of the total number of shares sold.

In the case that, at any shareholders' meeting, one (1) hour has passed since the time for which the meeting is scheduled but the number of shareholders attending the meeting has not met the requirements as stated in the first paragraph, if the meeting was requested by the shareholders such meeting shall be cancelled. If such meeting was not called at the request of the shareholders, the meeting shall be re-convened and the notice of such meeting shall be sent to shareholders not less than seven (7) days prior to the date of the meeting. The re-convened meeting shall not require a quorum.

Article 34 The Chairman of the board of directors shall act as chairman of the shareholders' meeting. If the Chairman of the board of directors is not present at the meeting or cannot perform his duty, the Vice-Chairman of the board of directors shall act as chairman of the meeting. If there is no Vice-Chairman of the board of directors or if he/she is not present at the meeting or



cannot perform his/her duty, the shareholders' meeting shall elect a shareholder present at the meeting to be the chairman of the meeting.

Article 35 In casting votes at a shareholders' meeting, each share shall have one vote. If any shareholder has special interest in any matter to be considered by such shareholders' meeting, such shareholder shall not be entitled to vote on such matter. Except for the vote for the appointment of Directors, resolutions of the shareholders' meeting shall consist of the following votes:

- (1) In general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the event of a tied vote, the chairman of the meeting shall have an additional casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of not less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote:
 - (2.1) To sell or transfer the whole or important parts of the business of the Company to other persons;
 - (2.2) To acquire or accept the transfer of a business of other private companies or public companies by the Company;
 - (2.3) To make, amend, or terminate agreements concerning the lease of all or an important part of the business of the Company, to assign another person to manage the business of the Company, or to merge the business with other persons for the purposes of sharing profits and losses;
 - (2.4) To amend the Memorandum of Association or the Articles of Association of the Company;
 - (2.5) To increase or decrease the Company's registered capital;
 - (2.6) To wind up the Company;
 - (2.7) To issue debentures of the Company;
 - (2.8) To amalgamate the Company's business with another company; or
 - (2.9) To transact any business which the law requires approval of at least three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.



- Article 36 The following matters shall be decided by the annual general meeting of shareholders:
- (1) To consider and acknowledge the report of the board of directors concerning the Company's business during the previous year;
 - (2) To consider and approve the balance sheet and profit and loss account of the past accounting year;
 - (3) To consider and approve the appropriation of profits and dividend payment;
 - (4) To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office;
 - (5) To consider and determine the directors' remuneration
 - (6) To consider and appoint an auditor and fix his/her remuneration; and
 - (7) To transact other businesses.

Accounting, Finance and Auditing

- Article 37 The accounting year of the Company shall commence on January 1 and end on December 31 of every year.
- Article 38 The Company shall prepare and keep accounts, as well as conduct the auditing thereof, in accordance with the relevant laws, and shall prepare a balance sheet and a statement of profit and loss at least once every twelve (12) months, which is the accounting year of the Company.
- Article 39 The board of directors shall cause a balance sheet and a statement of profit and loss to be prepared as of the end of the accounting year of the Company, and shall propose the same to the shareholders' meeting for consideration and approval at the annual general meeting. The board of directors shall arrange for the auditor to complete the auditing prior to the proposal of the said balance sheet, and a statement of profit and loss, to the shareholders' meeting.
- Article 40 The board of directors shall deliver the following documents to the shareholders together with the notice calling for the annual general meeting:
- (1) copies of the audited balance sheet and a statement of profit and loss which have been audited by the auditor together with the auditor's report; and
 - (2) the annual report of the board of directors including other supplemental documents of such report.
- Article 41 The auditor must not be a director, staff-member, employee or a person holding any position in the Company.
- Article 42 The auditor has the power to examine, during the office hours of the Company, the Company's accounts, documents, and any other evidence relating to income and expenses, as well as the assets and liabilities of the Company. In this regard, the auditor shall be authorized to interrogate the directors, staff, employees, persons holding any position in the Company, and



the agents of the Company, and to instruct such persons to give facts or furnish documents or evidence pertaining to the business operation of the Company.

- Article 43 The auditor has the duty to attend every shareholders' meeting of the Company at which a balance sheet and a statement of profit and loss, and problems pertaining to the Company's accounts, are considered in order to make clarification of the auditing to the shareholders. The Company shall also deliver to the auditor the reports and all documents to be received by the shareholders for such shareholders' meeting.

Dividends and Reserve

- Article 44 No dividends shall be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.

Dividends shall be equally distributed according to the number of shares, unless otherwise provided in the case of preference shares, for which the dividends are determined to be allocated differently from those of ordinary shares. The dividend payment shall be approved by the shareholders' meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit to do so and a report thereof shall be made to the next shareholders' meeting.

Dividends shall be paid within one (1) month from the date of the shareholders' meeting or from the date of the resolution of the shareholders' meeting. Written notice thereof shall also be delivered to the shareholders and published in a newspaper for a period of not less than three (3) consecutive days.

- Article 45 The Company must appropriate to a reserve fund, from the annual net profit, at least five (5) percent of the annual net profit less carried-forward accumulated loss (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital.



ปิดอากรแสตมป์ 20 บาท
(Duty Stamp 20 Baht)

หนังสือมอบฉันทะ แบบ ข.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

Proxy Form B
(Proxy Form Containing Specific Details)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่ _____
Issued at
วันที่ _____ เดือน _____ พ.ศ. ____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We nationality
อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท เคอีเอ็กซ์ เอ็กซ์เพรส (ประเทศไทย) จำกัด (มหาชน) (“บริษัท”)
being a shareholder of KEX Express (Thailand) Public Company Limited (“the Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:

- หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the right to vote equal to votes
- หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 4)

Hereby appoint (The shareholder may appoint the Independent Director of the Company to be the proxy, please refer to details in Remark No. 4)

1. นายประสัณห์ เชื้อพานิช กรรมการอิสระที่เป็นผู้รับมอบฉันทะ อายุ 73 ปี ที่อยู่ เลขที่ 89 อาคารเจ้าพระยาทาวเวอร์ ชั้นที่ 9 ห้องเลขที่ 906 ซอยวัดสวนพลู ถนนเจริญกรุง แขวงบางรัก เขตบางรัก กรุงเทพมหานคร รหัสไปรษณีย์ 10500 หรือ
Mr. Prasarn Chuaphanich, the independent director of the Company to present as proxy, age 73 years, address Room 906, 9th Floor, Chao Phya Tower, 89 Soi Wat Suan Plu, Charoen Krung Road, Bang Rak Sub-District, Bang Rak District, Bangkok 10500 or
2. นายกำธร ตติยภวี กรรมการอิสระที่เป็นผู้รับมอบฉันทะ อายุ 71 ปี ที่อยู่ เลขที่ 89 อาคารเจ้าพระยาทาวเวอร์ ชั้นที่ 9 ห้องเลขที่ 906 ซอยวัดสวนพลู ถนนเจริญกรุง แขวงบางรัก เขตบางรัก กรุงเทพมหานคร รหัสไปรษณีย์ 10500 หรือ
Mr. Kamthorn Tatiyakavee, the independent director of the Company to present as proxy, age 71 years, address Room 906, 9th Floor, Chao Phya Tower, 89 Soi Wat Suan Plu, Charoen Krung Road, Bang Rak Sub-District, Bang Rak District, Bangkok 10500 or
3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันอังคารที่ 24 เมษายน 2568 เวลา 14.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders (“the Meeting”) on Thursday 24th April 2025 at 02:00 p.m. via electronic means which will be conducted in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) or such other date, time and place as the Meeting may be adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 เพื่อรับทราบผลการดำเนินงานประจำปี 2567 ของบริษัท

Agenda 1 To acknowledge the report on the Company's business performance for the year 2024

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน
As this item is for information to shareholders, there will be no voting.

วาระที่ 2 เพื่อพิจารณาอนุมัติงบดุลและบัญชีกำไรขาดทุนประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2567

Agenda 2 To approve the audited financial statements for the fiscal year ended 31st December 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 เพื่อพิจารณาอนุมัติการงดจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2567

Agenda 3 To approve the omission of dividend payment for the 2024 performance

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 เพื่อพิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2568

Agenda 4 To approve the appointment of the Company's auditors and audit fee for the year 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 เพื่อพิจารณาแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระประจำปี 2568

Agenda 5 To approve the appointment of directors replacing those retired by rotation in 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

1. นายประสิทธิ์ เชื้อพานิช
Mr. Prasan Chuaphanich
 เห็นด้วย ไม่เห็นด้วย จงดออกเสียง
 Approve Disapprove Abstain
2. นายกำธร ตติยกวี
Mr. Kamthorn Tatiyakavee
 เห็นด้วย ไม่เห็นด้วย จงดออกเสียง
 Approve Disapprove Abstain

- วาระที่ 6 เพื่อพิจารณาอนุมัติโครงสร้างค่าตอบแทนและงบประมาณสำหรับคณะกรรมการบริษัทประจำปี 2568
 Agenda 6 To approve the compensation structure and budget of the Company's Board of Directors for the year 2024
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย จงดออกเสียง
 Approve Disapprove Abstain

- วาระที่ 7 เพื่อพิจารณาเรื่องอื่นๆ (ถ้ามี)
 Agenda 7 Other matters (if any)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย จงดออกเสียง
 Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 If voting in any agenda of my/our proxy hasn't followed this proxy, it shall be deemed such voting is incorrect and isn't my/our voting.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 In case I/we have not specified my/our voting intention in any item or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนี้ เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
 Any acts performed by the proxy in this Meeting except my/our proxy hasn't voted as I/we specified shall be deemed to be the actions performed by myself/ourselves.



ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้ เว้นแต่กรณีผู้รับมอบฉันทะตามแบบ ค.
The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy except the proxy as form C.
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการเป็นรายบุคคล
The shareholder can vote the appointment of director for each director as designated in such item.
4. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทดังต่อไปนี้ คนใดคนหนึ่งเพียงคนเดียว เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการปรากฏตามเอกสารแนบ 5)
The shareholder may appoint only one independent director of the Company to be the proxy as follows: (details of the director as shown in the Enclosure 5)
 1. นายประสิทธิ์ เชื้อพานิช หรือ / Mr. Prasan Chuaphanich or
 2. นายกำธร ตติยกุลวี / Mr. Kamthorn Tatiyakavee



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Allonge of Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เคอีเอ็กซ์ เอ็กซ์เพรส (ประเทศไทย) จำกัด (มหาชน)
The proxy as the shareholder of KEX Express (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 วันพฤหัสบดีที่ 24 เมษายน 2568 เวลา 14.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the 2024 Annual General Meeting of Shareholders which will be held on Thursday 24th April 2025 at 2:00 p.m. via electronic means which will be conducted in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) or such other date, time and place as the Meeting may be adjourned.

วาระที่.....	เรื่อง.....
Agenda.....	Subject.....
<input type="checkbox"/>	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
<input type="checkbox"/>	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) To grant my/our proxy to vote in accordance with my/our instruction as follows:
<input type="checkbox"/>	เห็นด้วย.....เสียง
<input type="checkbox"/>	ไม่เห็นด้วย.....เสียง
<input type="checkbox"/>	งดออกเสียง.....เสียง
Approve	votes Disapprove votes Abstain votes
วาระที่.....	เรื่อง.....
Agenda.....	Subject.....
<input type="checkbox"/>	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
<input type="checkbox"/>	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) To grant my/our proxy to vote in accordance with my/our instruction as follows:
<input type="checkbox"/>	เห็นด้วย.....เสียง
<input type="checkbox"/>	ไม่เห็นด้วย.....เสียง
<input type="checkbox"/>	งดออกเสียง.....เสียง
Approve	votes Disapprove votes Abstain votes
วาระที่.....	เรื่อง.....
Agenda.....	Subject.....
<input type="checkbox"/>	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
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<input type="checkbox"/>	เห็นด้วย.....เสียง
<input type="checkbox"/>	ไม่เห็นด้วย.....เสียง
<input type="checkbox"/>	งดออกเสียง.....เสียง
Approve	votes Disapprove votes Abstain votes
วาระที่.....	เรื่อง.....
Agenda.....	Subject.....
<input type="checkbox"/>	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
<input type="checkbox"/>	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) To grant my/our proxy to vote in accordance with my/our instruction as follows:
<input type="checkbox"/>	เห็นด้วย.....เสียง
<input type="checkbox"/>	ไม่เห็นด้วย.....เสียง
<input type="checkbox"/>	งดออกเสียง.....เสียง
Approve	votes Disapprove votes Abstain votes



วาระที่..... เรื่อง.....

Agenda..... Subject.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote in accordance with my/our instruction as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....เพื่อพิจารณาเลือกตั้งกรรมการ.....

Agenda..... Subject.....To approve the appointment of directors.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote in accordance with my/our instruction as follows:
เห็นด้วยกับการเลือกตั้งกรรมการเป็นรายบุคคล
To individually approve the appointment of directors as follows:
1. ชื่อ-นามสกุล.....
Name-Surname.....
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
2. ชื่อ-นามสกุล.....
Name-Surname.....
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
3. ชื่อ-นามสกุล.....
Name-Surname.....
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

Procedures for registration and attending the E-AGM



To attend the meeting in person or grant the proxy

1. Submit a request to attend the E-AGM at <https://kex.foqus.vc/registration/>
2. Choose to file a request form
3. Accept the condition for meeting attendance
4. Attach the supporting documents as require
5. Submit the request



Submit a request
by scan QR Code

The request system will be available
from 9th April 2025 at 8:30 a.m. until the end of meeting
on 24th April 2025

1 e-mail : 1 shareholder ID

**To appoint the Company's
Independent Directors as a proxy**

1. complete the proxy form
2. attach required documents
3. send all document to

KEX Express (Thailand) Public Company Limited
The Department of Corporate Secretary
Room 906, 9th Floor, Chao Phya Tower, No. 89,
Soi Wat Suan Phlu, Charoen Krung Road, Bang Rak
Sub-district, Bang Rak District, Bangkok, 10500

The proxy form and required documents must be delivered to
the Company **within 17th April 2025 at 6:00 p.m.**

Receive the "Username" and "Password"

For attending the meeting

In case you do not receive the "Username" and "Password"
Prior to the Meeting, please contact the Company for support



Procedures for
registration
by scan QR Code

24th April 2025,

the 2025 Annual General Meeting of Shareholders

The electronic conference system will be available
from 12:00 p.m. onwards (2 hours before the opening of the Meeting)

Shareholders or proxy holders must enter "Username" and "Password"
received by e-mail to join the Meeting.

To attending the E-AGM

1. Able to join the meeting via Computer / Laptop / Mobile / iPad
2. Click the URL link from the registered e-mail
3. Use the "Username" and "Password" for log-in to the Meeting
4. Accept the condition for meeting attendance
5. Attend the Meeting



For more detail on the
Meeting instruction,
please scan QR Code

**If you have any technical problems,
please contact QuidLab Call Center**



02-013-4322 / 080-008-7616



info@quidlab.co

THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF KEX EXPRESS (THAILAND) PUBLIC COMPANY LIMITED



KEX Express (Thailand) Public Company Limited

Room 906, 9th Floor, Chao Phya Tower
89 Soi Wat Suan Plu, Charoen Krung Road
Bangrak, Bangkok 10500
Thailand

Head Office
+66 2238 5558

th.kex-express.com
Call Centre 1217