

# Invitation to Shareholders for 2022 Annual General Meeting

**Sonic Interfreight Public Company Limited**

**27 April 2022 at 14.00 hrs.**

**Registration starts at 12.00 hrs.**

- To expedite the registration, please bring the barcode registration form for the meeting to show to the registration officer on the meeting date.
- No souvenirs will be provided and due to the company can arrange a limited number of 50 seats in the meeting room. The company would like to request cooperation from all shareholders to giving proxy to an independent director to attend the meeting on behalf of shareholders.
- The company reserves the right to attendees who present vidence of ATK examination (test results within 24 hours) and show a history of receiving at least 2 complete vaccinations before entering the meeting room.
- In case there are any changes in the situation or additional AGM-related measures that come from the Government entities, the Company may inform Shareholders via the Company's website (<https://sonic.co.th/>) and other media channels as appropriate.

The background of the entire page features a stylized illustration of a person in a white lab coat holding a transparent globe. The globe shows a city skyline. Below this, a large green and blue swoosh curves across the page. In the bottom right corner, there is a detailed illustration of a logistics network. It includes a smartphone with a green truck icon, a green truck on a road, a warehouse with a red and white striped chimney, a green airplane, and several drones. The text 'Smart Logistics' is written in a modern, sans-serif font, with a green 'S' logo to the left.

**Smart  
Logistics**

**The guidelines for attending 2022 Annual General Meeting of, which is in accordance with the recommendations of the Department of Disease Control, Ministry of Public Health and related laws as follows:**

- 1. Shareholders are encouraged to appoint an independent director as a proxy to attend the meeting on behalf of shareholders.** To prevent and reduce the risk of the spread of Coronavirus 2019 (COVID-19) and for the hygiene of shareholders.
- 2. In the event that shareholders intend to submit the questions prior to the meeting** shareholders are requested to submit the questions include their name, surname, telephone number, email address (if any) to [companysecretary@sonic.co.th](mailto:companysecretary@sonic.co.th)
- 3. In the event that shareholders or proxies intend to attend the meeting in person, the Company would like to request attendees to follow the measures as follows:**
  - 3.1 Company shall set up health screening area before entering the meeting with protective equipment in front of the meeting room. In case of encountering who being identified as having risk, the Company reserves the right not to allow such person to enter the meeting area. Shareholders may grant a proxy to the Company's independent director to attend the meeting on behalf of Shareholders.
  - 3.2 The Company kindly requests the attendees to wear the face mask at all time during the meeting for your safety and surrounding.
  - 3.3 The Company shall prepare seats in the meeting room to be spaced not less than 1-2 meter to reduce the congestion of the attendees. When the seats are fully occupied, please kindly appoint an independent director as a proxy to attend the meeting on behalf of shareholders.
  - 3.4 Neither lunchbox nor coffee or tea will be served at the meeting. Foods and drinks are not allowed in the meeting area.
  - 3.5 Company shall not provide microphones for inquiries during the meeting in order to comply with the precautionary measures to prevent the spread of Coronavirus 2019 (COVID-19) If the attendees have questions about the agenda of 2022 Annual General Meeting of Shareholders, kindly write down the questions on the paper and sent to company staff.
  - 3.6 The company reserves the right to attendees who present evidence of ATK examination (test results within 24 hours) and show a history of receiving at least 2 complete vaccinations before entering the meeting room

The Company will not provide Printed copies of the 56-1 One Report at the meeting for sanitation and to reduce any environmental impact. For shareholders who require the printed copies, please e-mail to [companysecretary@sonic.co.th](mailto:companysecretary@sonic.co.th)

In case there are any changes in the situation or additional AGM-related measures that come from the Government entities, the Company may inform Shareholders via the Company's website (<https://sonic.co.th/>) and other media channels as appropriate.

Your Sincerely,  
Sonic Interfreight Public Company Limited



In assurance that Sonic Interfreight Public Company Limited will protect and treated shareholders personal data in compliance with the Personal Data Protection Act BE 2562 (2019), sonic establishing this Privacy Notice for your acknowledgement of the details of the processing, collecting, use and disclosure that may be arising. sonic would like to inform you of the rights of your personal data and the contacting channels as indicated in attached QR code

March 23,2022

**Subject:** Invitation to the 2022 Annual General Meeting

**To:** Shareholders of Sonic Interfreight Public Company Limited

**Attachments:**

1. A copy of Report Annual General Meeting of Shareholders for 2021
2. Explanations, conditions, regulations and guidelines for the Shareholders' Meeting
3. Annual Report For the year 2021 (Report of the Board of Director)
4. Primary information of re-nominated Directors after completing their terms
5. Definition and Qualifications of the Company's Independent Director
6. Name lists with profiles of Independent Directors to act as proxy for shareholders
7. Proxy Forms – Type A and B (with the Annex to the Proxy Form)
8. Article of Association which concerns the Shareholders' Meeting
9. Form for submission of questions in advance prior to the 2022 Annual General Meeting of Shareholders
10. Request Form of Annual Report
11. Procedures for attending the 2022 Annual General Meeting of Shareholders
12. A map of the Shareholders' Meeting venue

The Board of Directors of Sonic Interfreight Public Company Limited ("the Company") resolved to invite shareholders to attend the 2022 Annual General Meeting of Shareholders on **Wednesday, 27<sup>th</sup> April 2022 at 14.00 hrs.** at Chatrium Residence Sathon Bangkok 291 Soi Naradhiwas Rajanagarindra 24, New Sathon Road, Chong Nonsi Sub-District, Yan Nawa District, Bangkok, Thailand to consider matters according to agenda as follows;

**Agenda 1**      **To certify the Minutes of the 2021 Annual General Meeting of Shareholders**

<u>Fact and Reason</u>	The company held the 2021 Annual General Meeting of Shareholders which was held on 19 <sup>rd</sup> April 2021 and already prepared the minutes of the meeting was completely prepared as a copy of minutes provided herewith in Attachment No.1
<u>Board of Directors' opinion</u>	To approval the minutes of the 2021 Annual General Meeting of Shareholders held on 19 <sup>rd</sup> April, 2021, which were correctly recorded And to propose to the shareholders' meeting to consider certifying the said meeting.
<u>Vote required</u>	A majority of total number of votes of the shareholders attending the Meeting and being eligible to vote.

**Agenda 2**      **To acknowledge the 2021 operating results and the annual report of the Board of Directors**

<u>Fact and Reason</u>	The company is preparing an annual report for the Board of Directors. In order to report the company's performance for the year 2021 ending December 31, 2021 and the annual report of the Board of Directors which has details appearing in the Annual Report 2021 (details appear in Attachment No. 3). This is to comply with Article 44 of the Business of the Annual General Meeting as considering the report of the board of directors presented at the meeting shows the performance of the company in the past year.
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Board of Directors' opinion Deemed appropriate to report overall operation and important information during 2021 to the Shareholders' Meeting.

Vote required Voting is not required for this agenda since it is for shareholders' acknowledgment.

**Agenda 3** **To consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the period fiscal year ended 31<sup>st</sup> December 2021 audited by a certified public accountant.**

Fact and Reason The Company prepared its financial statement and consolidated financial statement for the year ended on 31<sup>st</sup> December 2021 which was audited by Certified Public Accountant and reviewed by the Audit Committee (Detail provided herewith in Attachment No.3)  
For the purpose that is in accordance with the Public Limited Companies Act B.E.2535 (1992) Section 112 with Section 98 and Article of Association No.44 and 57 which specified the Company to prepare its financial statement at the end of the fiscal year which was audited by Certified Public Accountant and present to the Shareholders' Meeting

Audit Committee's opinion Audit Committee has an opinion that auditing operation is in the line with accounting standard and data checking is adequate and in a timely manner with adequate internal control system and it was prepared as the certified accounting measure and deemed appropriate to present to the Board of Directors propose to the Shareholders' Meeting for 2021 annual financial statement approval, end on 31<sup>st</sup> December 2021.

Board of Directors' opinion To approval the company's statement of financial position and income statement for the fiscal year ending 31<sup>st</sup> December 2021 which has been audited by the company's certified auditor.

(Unit : Baht)

	2021		2020	
	Consolidated	Separate Financial Statements	Consolidated	Separate Financial Statements
Total Asset	1,657,097,407	1,387,347,322	1,027,109,197	908,732,327
Total Liabilities	628,766,289	546,509,910	376,835,257	337,206,388
Owners of the Holder Company's equity	1,014,745,118	840,837,412	643,612,736	571,525,939
Revenue from Service	3,352,015,601	2,199,947,715	1,352,179,983	858,754,735
Profit Owners of the Holder Company's equity	226,140,171	124,319,262	59,740,416	45,725,088
Earnings per share	0.388	0.213	0.109	0.083

Vote required A majority of total number of votes of the shareholders attending the Meeting and being eligible to vote.



**Agenda 4**      **To consider and approve the allocation of profits for legal reserve funds and the payment of dividends for the operating results of the past year ended 31<sup>st</sup> December 2021.**

Fact and Reason

1. In event that the Company pay dividend payment, the Company must pay dividend payment from profit only as the Public Limited Companies Act B.E.2533 (1990) Section 115.
2. The Company must allocate net profit to be capital reserve as the Public Limited Companies Act B.E.2535 (1992) Section 116 and Article of Association No. 49, 50, 51 and 52.

Dividend Payment Policy

The Company established dividend payment policy to shareholders of at least 50% of net profit as specified on the financial statements after tax and other capital reserve (if any). However, the dividend payment may vary depending on overall operation, financial status, liquidity, business expansion plan, necessity of working capital in operation, investment plan and future business expansion, market condition, appropriateness and other factors concerned operation and business management under the conditions that the Company must have adequate cash to operate business and those operations must cause its best interest to shareholders as the Board of Directors and/or shareholders deem appropriate.

Accordingly, the resolution of dividend payment must be presented to the Shareholders' Meeting for approval except interim dividend which the Board of Directors approved and must report in the next Shareholders' Meeting.

The company's operating results on 31<sup>st</sup> December 2021, the company has a net profit for the fiscal year 124,319,262 baht, including the allocation of net profits in the amount of 6,215,964 baht as legal reserve (at least 5 percent) of the net profit for the financial year)

The company therefore recommends that shareholders pay dividends in cash of 78,905,068.88 baht or 63.47 percent of the profit for the year. To shareholders at the amount of 717,318,808 shares at the rate of 0.11 baht per share

Compare dividend and net profit rates (financial year)		
Item	Year 2020	Year 2021 (proposed)
Net profit (Baht)	45,725,088	124,319,262
Dividend per share	0.055 บาท	0.11
Dividend payout rate Compare net profit (%)	66.15	63.47

Board of Directors' opinion

Company performance from 1<sup>st</sup> January – 31<sup>st</sup> December 2021, the Board of Directors has resolved as follows;

1)The board has approved the allocation of net profit as legal reserve. According to the Public Limited Companies Act B.E. 2535, amounting to 6,215,964 baht

2)Dividend payment according to the resolution of the Board of Directors in the meeting no. 1/2021 on 22<sup>nd</sup> February 2022, the operating results of the company for the year ending 31<sup>st</sup> December 2021, the company has a net profit

for the year as in the separate financial statements of 124,319,262 baht, including the allocation of profits for the year as a legal year. Approval of dividend payment for the performance follow the dividend payment policy of the company of the fiscal year from 1<sup>st</sup> January – 31<sup>st</sup> December 2021 to the shareholders of the company of 717,318,808 shares at the rate of 0.11 baht per share, totaling 78,905,068.88 baht.

3)The company will specify the list of shareholders entitled to receive the annual dividends (Record Date) on 8<sup>th</sup> March 2022 and the annual dividends payment on 27<sup>th</sup> May 2022 will be proposed to the shareholders' meeting for approval.

Vote required

A majority of total number of votes of the shareholders attending the Meeting and being eligible to vote.

**Agenda 5**

**To consider and approve the election of company directors in place of those who are retire by rotation.**

Fact and Reason

According to the Public Company Limited Act 1992, Section 71, which stipulates that at every annual general meeting of shareholders Directors must retire at least one-third (1/3) from the rate. If the number of directors cannot be divided into three parts, then the number closest to one-third (1/3) is to be retired.

And Article 18 of the Annual General Meeting every time Directors must retire at least one-third (1/3). If the number of directors cannot be divided into three parts, then the number closest to one-third (1/3) is to be retired.

Directors who have to vacate their positions in the first and second years after the registration of the conversion of the company shall use the lottery method to determine who will leave. In the following years, the directors who have held the longest positions shall be released. From position Directors who retire by rotation may be re-elected.

In this year, the directors who have to leave the board of directors of the company according to the terms as follows;

Currently, the company has 8 directors, resulting in 3 directors to be retired by rotation,

1. Mr. Kanwath Aran  
Audit Committee, Committee, Nomination and Remuneration Committee,  
Independent Director
2. Mr. Rattawat Suksaichon  
Audit Committee And Independent Director
3. Mr. Ranut Lieolertsakulchai  
Director

The Company provides an opportunity for shareholders to nominate persons to be elected as directors of the Company. Advance Between 1<sup>st</sup> October 2021 to 30<sup>th</sup> December 2021, the company has published to shareholders through the channels of The Stock Exchange of Thailand and the website [www.sonic.co.th](http://www.sonic.co.th) Of the company which, when It turns out that there is no Any shareholder nominating a person to enter the company

Nominating Committee opinion The Nominating Committee has considered that the 3 former directors whose terms have expired are knowledgeable and capable persons. Have experience in the business of the company Appropriate and for the most benefit to the company's operations. And have to screening process Comprehensive and careful consideration of the Nominating Committee Including having complete qualifications under the Securities Act And related laws Therefore approved to propose the appointment of Mr. Kanwath Aran Mr. Rattawat Suksaichon and Mr. Ranut Lieolertsakulchai to be directors for another term by proposing to the Board of Directors for further consideration

In the meeting, the criteria and procedures for the selection of directors as according to the guidelines for the selection of directors are approved by the Board of Directors to be in accordance with the objectives, Suitability Both of number, structure and composition of the board that is appropriate for the size, type and complexity of the business by considering the qualifications individually, carefully. Therefore, the meeting of the Nominating Committee deems it appropriate to elect both 3 directors who have retired by rotation to be directors for another term.

Board of Directors' opinion Considering the maximum benefits of the company's business Including ability, experience, expertise According to the composition of the company's directors and have gone through the screening process comprehensive and careful consideration of the Board of Directors has been appropriate to appoint Mr. Kanwath Aran Mr. Rattawat Suksaichon and Mr. Ranut Lieolertsakulchai retiring directors Re-elected as a director for another term with the biography of the 3 directors already attached (Details appear in Attachment No. 4.)

Vote required A majority of total number of votes of the shareholders attending the Meeting and being eligible to vote.

## **Agenda 6** **To consider the remuneration of directors for the year 2022**

Fact and Reason To be in accordance with the Public Limited Companies Act B.E.2535 (1992) Section 90, the Shareholder's Meeting approves the remuneration of the Company's Director, and Article of Association No. 34; Director Pension and Remuneration depend on the Shareholders' Meeting determines.

Directors have the right to receive remuneration from the Company in term of monthly salary, reward, meeting attendance fee, pension, bonus, or other compensations as Article of Association or as the Shareholders' Meeting considers which may specific exact amount, set as a rule and determine from time to time or make it effective until further notice as well as ensure to provide allowance and other welfares as the Company's policy.

The content in previous paragraph does not affect right of the Company's employees who were elected to be committees and would receive remuneration and benefit on behalf of the Company's staffs or employees.

Remuneration payment in Paragraph 1 and Paragraph 2 must not against or have any conflict with qualifications of Independent Director as determined by Securities and Exchange Act.

### Nomination and Remuneration Committee's opinion

The Nomination and Remuneration Committee considered remuneration of the Directors in 2022 by screening and considering all aspects thoroughly in appropriateness, accordance with general conditions of markets and similar industries and deemed appropriate to establish the remuneration with money including meeting attendance allowance without any other interest. Summary is as follows;

Board of Directors / Sub-Committees Meeting Attendance Allowance	Meeting Attendance Allowance (Baht/Member/Time)		
	2020	2021	2022 <u>Year of Proposing</u>
<b>1. Board of Directors</b>			
• Chairman of the Board of Directors	30,000	30,000	30,000
• Directors	20,000	20,000	20,000
<b>2. Audit Committee</b>			
• Chairman of Audit Committee	25,000	25,000	25,000
• Audit Committee	15,000	15,000	15,000
<b>3. Nomination and Remuneration Committee</b>			
• Chairman of Nomination and Remuneration Committee	25,000	25,000	25,000
• Nomination and Remuneration Committee	15,000	15,000	15,000

#### Board of Directors' opinion

To approval the determination of the directors' remuneration mentioned above The said remuneration has passed the consideration of the Remuneration Committee And to propose to the shareholders' meeting.

#### Vote required

Not less than two-third of total number of votes of shareholders attending the Meeting.

### **Agenda 7 To consider and approve the appointment of auditors and the audit fee for the year 2022**

#### Fact and Reason

As the Public Limited Companies Act 1992, Section 120, to stipulate that the annual general meeting of shareholders appoint auditors and determine the audit fees of the company every year. In appointing an auditor, he/she may appoint the same auditor. In addition, in accordance with the announcement of the Capital Market Supervisory Board, a listed company must arrange for an auditor rotation. If the same auditor has performed the duties of reviewing or auditing and commented on the financial statements of the company for 5 consecutive fiscal years. The new auditor can be appointed under the same audit office as the previous auditor. However, the company may appoint an auditor who has retired from the rotation of the auditor after at least two years, from the date of discharging from duty.

#### Audit Committee opinion

The audit committee has considered the duties of the auditor. Including considering that the company has circulated the auditor correctly according to the announcement Capital Market Supervisory Board As well as comparing audit fees of similar companies with companies in the same industry, therefore

having the resolution to appoint an auditor And determine the remuneration for the year 2022 and present to the board of directors for consideration and approval And propose to the shareholders' meeting to consider and approve with the list of auditors as follows;

1. Ms. SANICHA AKKHARAKITLARP Certified Public Accountant No.8470, or (has never reviewed or audited and given opinions on the Company's financial statements)
- 2.Mr. PAIBOON TUNKOON Certified Public Accountant No.4298, or (has never reviewed or audited and given opinions on the Company's financial statements)
- 3.Miss NOPANUCH APICHATSATIEN Certified Public Accountant No.5266 (being the person who signs for the review, audit, and giving of opinions on the Company's financial statements for the year 2015 –2021, totaling 7years)

The proposed list of auditors. Has performed audit duties of the Company and its subsidiaries. As detailed above.

The audit fee compared to that of the previous year

<b>Audit Fee</b>	<b>Fiscal Year 2021 (previous year)</b>	<b>Fiscal Year 2022 (proposed year)</b>	<b>Increase/ Decrease</b>
Audit Fee of the Company	2,650,000 baht	2,650,000 baht	-
Non-audit fee	N/A	N/A	-

Board of Directors' opinion

After consideration, it is appropriate to propose to the shareholders' meeting to consider and approve the appointment of PricewaterhouseCoopers ABAS, which the support team of the audit firm has also considered the appropriateness of the remuneration. Is important Therefore proposing candidates for the exam Which is independent Have skills, knowledge Sufficient experience and work team in performing the audit work Including remuneration that is appropriate.

Therefore, proposed to the meeting to consider as follows;

List of names and determination of compensation as follows To propose to the shareholders' meeting For further consideration and approval.

- 1.Ms. SANICHA AKKHARAKITLARP Certified Public Accountant No.8470, or
- 2.Mr. PAIBOON TUNKOON Certified Public Accountant No.4298, or
- 3.Miss NOPANUCH APICHATSATIEN Certified Public Accountant No.5266

Of the PricewaterhouseCoopers ABAS Ltd., which has one of them to inspect and comment on the company's financial statements audit and give opinion to the financial statements of the Company and the subsidiaries of the Company. All auditors are the auditors who have received. The approval from the Office of the SEC, with the total remuneration of 2,650,000 baht. Other details are in accordance with the above audit committee resolution.



The auditors do not have any relationships or interests with the company / management / major shareholders. Or related to the said person Therefore being independent in auditing and expressing an opinion on the financial statements of the company.

Vote required

A majority of total number of votes of the shareholders attending the Meeting and being eligible to vote.

**Agenda 8      To consider any other business (if any).**

Fact and Reason

This agenda is set for shareholders to ask management executives about the various operations of the company (if any). Therefore, no other matters will be presented. The meeting considered and approved without any resolution.

(In this agenda for shareholders to benefit from the meeting, including the rights and benefits of shareholders If there are any questions that require the company to clarify on operations, questions can be sent in advance at the company secretary (E Mail: [ranut@glinkthai.com](mailto:ranut@glinkthai.com)) or fax 0-2213-2533.

The Board of Directors resolved to determine the person who has name listed on the register on 8 March 2022 has the right to attend the Annual General Meeting of Shareholders for year 2022 which is the record date. In addition, it is in accordance with Section 225 of Securities and Exchange Act 1992.

Therefore, the Company would like to invite shareholders to attend the Meeting as date, time and venue mentioned above. If any shareholders are unable to attend the Meeting, you may give proxy to other person or any Independent Director who is listed in Attachment No.7 to be meeting attendee with Proxy Form B. In case of giving proxy, a proxy must send a copy of identification card with certified true copy. For juristic person, a copy of a certificate of juristic person (not over 3 months) and a copy of identification card of the authorized person of the juristic person shareholder with certified true copy with Proxy Form must be sent. Detail provided herewith in Attachment No. 2.

In this Meeting, the Company has invited Certified Public Accountant who is independent to answer the discussion questions on the financial statement and invited legal adviser to be shareholder representative to audit in vote counting in the Meeting. Besides, the Company shall broadcast the Minutes of the Meeting on the Company's website [www.sonic.co.th](http://www.sonic.co.th) for those shareholders who are interested.

In addition, with the current situation of the epidemic of new strain of coronavirus (COVID - 19) in Thailand at present The company is very aware and concerned about the risk of the spread, therefore the company wishes to ask the cooperation of shareholders to follow the self-practice guidelines for the annual general meeting of shareholders in 2022 to reduce the risk of the spread of coronavirus (COVID-19) is as follows;

1. Shareholders are encouraged to appoint an independent director as a proxy to attend the meeting on behalf of shareholders. To prevent and reduce the risk of the spread of Coronavirus 2019 (COVID-19) and for the hygiene of shareholders. The Proxy Form B shall be applied with supporting documents refer to the instruction shown in the invitation letter to the 2022 Annual General Meeting of Shareholders. Please return all required documents to "Company Secretary, Sonic Interfreight Public Company Limited No. 79/349,350 1<sup>st</sup>,2<sup>nd</sup> floor,Sathupradit Rd., Chongnonsee Yannawa Bangkok 10120 " April 11,2022.
2. In the event that shareholders intend to submit the questions prior to the meeting shareholders are requested to submit the questions include their name, surname, telephone number, email address (if any)

to [companysecretary@sonic.co.th](mailto:companysecretary@sonic.co.th) April 11, 2022. The Company will gather the questions to be answered on the meeting date. The questions and answers will be completely recorded in the minutes of the meeting.

3. In the event that shareholders or proxies intend to attend the meeting in person, the Company would like to request attendees to follow the measures as follows:
  - 3.1 Company shall set up health screening area before entering the meeting with protective equipment in front of the meeting room. In case of encountering who being identified as having risk, the Company reserves the right not to allow such person to enter the meeting area. Shareholders may grant a proxy to the Company's independent director to attend the meeting on behalf of Shareholders.
  - 3.2 The Company kindly requests the attendees to wear the face mask at all time during the meeting for your safety and surrounding.
  - 3.3 The Company shall prepare seats in the meeting room to be spaced not less than 1-2 meter to reduce the congestion of the attendees. When the seats are fully occupied, please kindly appoint an independent director as a proxy to attend the meeting on behalf of shareholders.
  - 3.4 Neither lunchbox nor coffee or tea will be served at the meeting. Foods and drinks are not allowed in the meeting area.
  - 3.5 Company shall not provide microphones for inquiries during the meeting in order to comply with the precautionary measures to prevent the spread of Coronavirus 2019 (COVID-19) If the attendees have questions about the agenda of 2022 Annual General Meeting of Shareholders, kindly write down the questions on the paper and sent to company staff.
  - 3.6 The company reserves the right to attendees who present evidence of ATK examination (test results within 24 hours) and show a history of receiving at least 2 complete vaccinations before entering the meeting room.

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In case there are any changes in the situation or additional AGM-related measures that come from the Government entities, the Company may inform Shareholders via the Company's website (<https://sonic.co.th/>) and other media channels as appropriate.

This is to ensure that the meeting proceeds as concisely as possible. And in accordance with the agenda set forth correctly by law the meeting will only accept your written questions. You are able to send questions in advance of the meeting date to the methods specified above. Or given to the staff of the company at the meeting, the Board of Directors will arrange the answer and disclose on the website of the company. Together with the minutes of this Annual General Meeting 2021 within 14 days from the date of the meeting

For convenience, if shareholders are unable to attend the meeting by themselves and wished to allow other people to attend the meeting and vote instead on this meeting Please appoint a person as you think fit. or please appoint an independent director and an audit committee nominated by the company to be a proxy from the shareholders. Attachment 6 by filling out the details and signing the attached proxy. Attachment 7

The company requests cooperation. Please send the proxy to the company. At least 7 working days in advance (within April 19, 2021) at the address of the above company before the meeting date for convenience in speedy evidence checking in advance and the company will proceed with the barcode system. Ease of voting

The company would like to ask the shareholders to know and comply with the conditions and procedures for registration of shareholders, proxies and voting as specified in attachment 2 and for quick and easy registration. Registration, please bring the meeting invitation letter. Attendance registration form to present to confirm the attendance.

In addition, as a convenience, the company has prepared a map for the location of the shareholders' meeting. attachment 12

In addition, the company wishes to "refrain from distributing souvenirs and a snack-box at the shareholders' meeting" To reduce the risk of the outbreak of Coronavirus (COVID-19) and increase this budget as part of the cost of social activities.

Sincerely Yours,

By the Board's resolution

-signed-

(Assoc. Prof. Dr. Wanchai Rattanawong)

Chairman of the Board of Directors

## Minutes of the 2021 Annual General Meeting of Shareholders

### Sonic Interfreight Public Company Limited

19 April 2021

At Spring Ballroom , Chatrium Residence Sathon Bangkok 291

Soi Naradhiwas Rajanagarindra 24, New Sathon Road, Bangkok,

Before entering the process according to the different steps of the Annual General Meeting of Shareholders for the year 2021, Mr. Ranut Lieolertsakulchai Director and Company Secretary Notifying the shareholders attending the meeting that With the epidemic situation of COVID-19 causing Assoc. Prof. Dr. Wanchai Rattanawong, Chairman of the Board of Directors. Cannot participate in today's meeting Because he was a high-risk person Therefore, according to the Public Limited Companies Act 1992, Section 104 and Article 41 of the Company's Articles of Association, stipulate that "The Chairman of the Board of Directors is the chairman of the shareholders' meeting. In the event that the Chairman of the Board is not present at the meeting Or unable to perform duties If there is a vice chairman, The Vice Chairman of the Board shall be the chairman If there is no Vice Chairman Or have but cannot perform their duties The shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting. And the company does not have Vice Chairman, therefore, must ask the shareholders who attend the meeting Select one shareholder to be the chairman of the meeting. Later, Mr. Kanokwan Jintanaphong, the self-attending shareholder, proposed to Dr. Santisuk Kosiarpnanant (Ph.D.) shareholder who is director and Chief Executive Officer Presided over the meeting today, And other shareholders raised their hands to support. And no one proposed any shareholder name.

Mr. Ranut Lieolertsakulchai Director and Company Secretary Therefore informed the meeting that It was considered that the meeting had elected Dr. Santisuk Kosiarpnanant (Ph.D.) The shareholder who holds the position of Director and Chief Executive Officer is the chairman of the meeting.

Dr. Santisuk Kosiarpnanant (Ph.D.) He thanked the meeting for its trust and asked to continue the meeting.

Mr. Bandit Pratumta Moderator Introduce the Board of Directors and the Executive Committee And those who attended the meeting with details as follows:

7 directors actually attended the meeting from a total of 8 directors.

Board of Directors Who attended the meeting, accounted for 87.5 percent of the Company's directors. And have recommended as follows:

- |                                      |  |
|--------------------------------------|--|
| 1. Assoc. Prof. Kalyaporn Panmarerng | Chairman of the Audit Committee<br>Chairman of the Nomination and Remuneration Committee<br>Independent Director And proxies from shareholders |
| 2. Mr. Kanwat Aran                   | Audit Committee Member of the Nomination and Remuneration Committee<br>Independent directors and shareholders' proxies                         |
| 3. Mr. Rattawat Suksaichol           | Audit Committee Independent Director<br>And proxies from shareholders  |

- |                                     |   |
|-------------------------------------|---|
| 4. Dr. Santisuk Kosiarpnant (Ph.D.) | Director, Member of the Nomination and Remuneration Committee And Chief Executive Officer |
| 5. Mr. Ranut Lieolertsakulchai      | Director and Company Secretary  |
| 6. Mr. Vutthichai Suriyavorawong    | Director  |
| 7. Mr. Panuwat Prathumsr            | Director  |

The management who attended the meeting was

- |                             |                               |
|-----------------------------|-------------------------------|
| 1. Ms Kanokwan Phiritburana | Chief Financial Officer (CFO) |
|-----------------------------|-------------------------------|

Financial advisor from Capital One Partners Company Limited

The first one, Mr. Ekachak Buahapakdee

The second person (2) Mr. Prayoon Wachiraphansathit

Third person (3) Kantaphon collected money

For the auditors of PricewaterhouseCoopers ABAS Company Limited, Khun Naphanuch Apichatsathien and Khun Anak Buapa at today's meeting. Participated in the observation through the ZOOM system

Sonic Interfreight Public Company Limited has arranged for an intermediary officer acting as an independent external legal advisor, namely Mr. Suschanai Puakiatsakul from Vudthisan Company Limited and has a representative of the holder. One shareholder to witness the vote counting is Khun Kanokwan Jinnathanaphong, a shareholder of 1,925,900 shares proposed. Himself joined as an independent voting participant. After that, Dr. Santisuk was invited Kosiaphanan The chairman of the meeting opens the meeting.

Dr. Santisuk Kosiarpnant (Ph.D.) Act as the chairman of the meeting And welcomed the shareholders And a statement to the meeting that Situation of the COVID-19 outbreak has impacted on economic activities around the world, including Thailand because the economy in the second quarter was severely affected by the COVID-19 control measures. Strict both domestic and abroad Causing the tourism sector to recover slowly Exports of goods tend to contract strongly. As a result, many countries, especially developed countries, need to accelerate the injecting of money into the system to stimulate people's purchasing power so that economic activity can continue to move forward.

In the part of the logistics business, Although it was adversely affected by the slowing economy and exports. But for Sonic Interfreight Public Company Limited or SONIC, it sees a crisis as an opportunity as the company is constantly adjusting itself to cope with the changes that occur. To overcome the challenges of various volatility factors to keep the business moving forward Until able to create a good performance At the same time, the company adheres to the business principle by emphasizing the value of all parties including trade partners, customers, employees, and stakeholders. Under the principles of management in accordance with good governance principles For the company to grow sustainably.



On this occasion, the Board of Directors would like to thank the shareholders. Trade partners Including those related to all parties both in the country and abroad who support the company. Always with the best The Board of Directors pledges to adhere to the principles of corporate governance. And management principles with a transparent, standardized, and verifiable system Ready to create balanced and sustainable value for all stakeholders

Now, 2:12 p.m., I would like to inform the meeting that There were 14 shareholders attending the meeting in person, holding 63,981 shares, and 38 proxies holding 408,533,626 shares, totaling 52 participants in the meeting, representing 408,587,607 shares, representing 74.2905% of the company's total issued shares. Which together not less than one-third (1/3) of the total issued shares. The quorum was thus constituted according to Article 38 of the Company's Articles of Association.

### **The meeting started**

Before starting the meeting, Mr. Bundit Pratumta, the conductor of the meeting Clarified the meeting about voting methods as follows:

1. Today's meeting, the company will proceed according to various agendas. Set by the notice of the meeting The information will be presented on the agenda. And give the meeting an opportunity to propose opinions or Inquire in each agenda Any attendees If you want to propose an opinion or a question, raise your hand. There will be a concierge When the chairman of the meeting gives permission or calls the name Ask you to inform your name, surname, number of shares held Let the meeting know And please inform that you are a shareholder in person. Or proxies And then offer an opinion

If you want to propose or ask other matters, you can only propose or ask at the end of Agenda 15. There will be an area officer standing by to present himself instead for the president to know.

2. In presenting opinions or questions, ask them to be relevant to the issue according to the agenda only and ask for your cooperation. To make the meeting effective And do not waste time at the meeting of the public Sonic Interfreight Public Company Limited reserves the right to conduct the meeting appropriately. The chairman of the meeting will consider. In action As appropriate, correct and neat in all respects

3. In the agenda with voting, there will be an open vote. Ask the meeting attendees who want to vote against or abstain, please mark in the ballot. And sign And raised his hand to allow the officer to collect the ballot The ballot card received by the counting officer after the announcement of the card has closed. It will be considered as an approved card only.4. In counting the votes for each agenda item, the staff will vote against and abstain from voting. Including the score according to the void card, if any, deduct from the total number of votes attending the meeting in that agenda. The remaining votes will be counted as votes to approve the agenda.

5. The counting of votes is divided into 3 categories as specified in the Public Limited Companies Act. And the Company's Articles of Association, including

The agenda items that need to be approved by a majority vote of the shareholders who attend the meeting and vote are Agenda 1, 3 4, 5, 7, 9 and 11. Sonic Interface Public Company Limited will calculate the voting base by: Only the votes of the shareholders who attended the meeting and cast their votes. Without counting the votes of abstained shareholders and voided voting cards.

Agenda that must be approved with no less than two-thirds of the votes. Of the holders who attended the meeting In Agenda 6, Sonic Interfreight Public Company Limited will calculate the vote base by counting all votes of the shareholders who attended the meeting. Unless the card is damaged

Agenda that must be approved with a vote of not less than three-quarters of the shareholders who attend the meeting and have the right to vote. For Agenda 8, 10, 12 and 13, Sonic Interfreight Public Company Limited will calculate the voting base by counting all votes of the shareholders who attended the meeting. Unless the card is damaged There will be no voting in Agenda 2 and 14 since this is an agenda. Report to shareholders for acknowledgmen

#### 6. Agenda on election of directors

Although the election of directors is a vote with a ballot. Shareholders may wish to discuss some of the directors before voting. And it is inconvenient to discuss in front of that committee member Therefore, the election of each director Will invite that director to temporarily leave the meeting room Until the election is complete and will be invited back in the next agenda

For the election of directors according to the Company's Articles of Association Defined as follows

Article 42 in the shareholders meeting Every shareholder has one vote per share. In the event that a shareholder has a special interest in any matter Shareholders will not have the right to vote on that matter. In addition to voting for the election of directors

7. Sonic Interfreight Public Company Limited will vote as specified in Proxy Form A and Form B. In case of unspecified how to vote. And the proxy did not confirm how to vote, Sonic will consider it as an abstention.

8. In the event that it is considered a damaged card, which is

- More than 1 choice of voting
- Edit voting But did not sign the handwriting
- Complete alternative check But did not sign the ballot.
- Check ballot and sign ballot with pencil
- In case of split voting Except in the case of custodian

In this regard, the consideration of a damaged card There may be details that do not match the above, so if the card is invalid and cannot be diagnosed, the company asks the chairman to consider it on a case-by-case basis and if it is still unable to find a solution. Will give you a legal advisor Has joined the consideration in the next order

9. When the voting is processed.

The company will announce the results to the meeting at the end of the agenda. Divided into votes Including

- Agree
- Disagree
- Abstain

And the card is broken (if any)

Which represents the percentage of shareholders according to the resolution required There may be different shareholders and votes in each agenda. Because some shareholders may leave the meeting room Or walk into more

For the agenda for the election of directors, the results will be announced individually, one by one before leaving the meeting room. Ask the attendees to please bring all the remaining ballots. To the staff at the exit door For the benefit of further examination of votes

At today's meeting, Sonic Interfreight Public Company Limited has published on its website to shareholders from March 19, 2021 and delivered to shareholders in advance from April 2, 2021. By informing the shareholders Through the news system of the Stock Exchange of Thailand And presented at the Company's website [www.sonic.co.th](http://www.sonic.co.th) by

1. Propose agenda for the annual general meeting of shareholders.
  2. Submit an inquiry in advance
  3. Nominate persons to be elected as directors through the Company's web site.
- [www.sonic.co.th](http://www.sonic.co.th)

- Main Title Investor Relations Page
- Shareholder Information
- Next subheading Shareholder meeting

During the period from November 9 to December 30, 2020, there were no shareholders proposing anything and the results were announced on January 12, 2021.2564

Subsequently, the moderator invited Dr. Santisuk Kosiarpanant (Ph.D.) Chairman of the meeting enter the agenda of the meeting and the meeting had met in accordance with the following agendas

**Agenda 1      To certify the Minutes of the 2020 Annual General Meeting of Shareholders**

The Chairman informed the meeting that the Company held the Annual General Meeting of Shareholders 2020, held on April 23, 2020, and had already prepared the minutes of the meeting. With a copy of the meeting minutes Sent together with the invitation letter of the meeting in the first attachment, which was recorded correctly as the truth To propose to the shareholders' meeting for consideration

**Voting**      This agenda must be approved by a majority vote of the shareholders and proxies who attend the meeting and vote. And to propose to the shareholders' meeting for consideration

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

There were no shareholders expressing opinions or having questions, so they voted.

**Meeting resolution**      The shareholders' meeting passed a resolution approving the minutes of the 2020 Annual General Meeting of Shareholders, held on April 23, 2020, with a majority vote of the shareholders who attended the meeting and votes. With the following votes

Agree	408,597,707	sound	As a percentage	100.00
Disagree	0	sound	As a percentage	0.0000
Total	408,597,707	sound	As a percentage	100.00
Abstain	0	sound		
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares

**Agenda 2      To acknowledge the 2020 operating results and the annual report of the Board of Directors**

The Chairman assigned Mr. Ranut Lieolertsakulchai, Director and Company Secretary. To report to the meeting

Mr. Ranut Lieolertsakulchai Director and Company Secretary Presented to the meeting that the performance report of the company Was shown in Annual Report 2020, which the company has sent together with the invitation letter to the shareholders' meeting via the security deposit center's QR CODE system. In order to meet the criteria of the Stock Exchange of Thailand, The company Also see the importance of reducing paper use and the use of renewable technology. According to the campaign for members in the stock exchange Therefore preparing an annual report It is an electronic file replacement which the company has working on submitting an annual report. Submitting the list of shareholders in electronic form Of a public company According to the

announcement of the Department of Business Development The Board of Directors has considered that it is correct and sufficient. Therefore, we would like to propose to the shareholders for acknowledgment as follows:

### **Overview Business**

The company has been in operation since 1995 and was listed on the MAI stock exchange in 2018 and in 2020 it started its logistics leasing business and expanded it in 2021.

The company provides a full-container shipping business. And not a full cabinet or LCL Providing transportation services for land transportation Provide Air Freight service And a distribution center or distribution center

The head office is located at Rama 3 with a branch of King Kaew. Suvarnabhumi Branch, Laem Chabang Branch and Container Yard at Pinthong, Chonburi Province

#### **Service income**

- In 2020, the Group generated service income of 1,352.18 million baht, representing a five-year CAGR of 12.48%.

Increased from the year 2019 with revenue of 1,145.55 million baht at a rate of 18.04% and can be classified by segment as follows:

- **Sea freight** Revenue was 892.28 million baht, an increase from 2019 by 147.47 million baht or 19.80%. Factors that resulted in increased income As a result of a shortage of container trainers And the rising freight cost But the company group managed to support the increasing usage of the existing customer base and also increasing the number of new customers.
- **Transport** Revenue 363.53 million baht, an increase from 2019 in the amount of 30.09 million baht or 9.02% from the company has new customers, coupled with an increase in service usage of existing customers as well Including expanding customer base to the EEC area
- **Air Freight** Revenue 85.74 million baht, an increase from 2019 by 31.63 million baht or 58.45% due to the rising air freight cost. And increasing customer use of the service
- Other service income comprises service fees, collection and distribution centers. Service fees for dangerous goods and others in 2020 revenue of 10.63 million baht, a decrease of 2.56 million baht from the previous year, or 19.41%. Which is affected by the coronavirus situation, resulting in reduced service work

#### **Gross profit**

In 2020, the Group has gross profit. Gross profit of 263.21 million baht or 19.47% gross profit margin increased from 2019 by 22.49 million baht, an increase of 9.34%.



Which can classify the gross profit by segment as follows

- Sea freight gross profit is 208.66 million baht, an increase from 2019 by 25.72 million baht or an increase of 14.06%.

Sea freight gross margins in 2019 and 2020 were 24.56% and 23.39%. In 2020, gross margins for the shipping business fell from 2019 in line with market competition conditions.

- Transport's gross profit was 31.53 million baht, a decrease of 1.44 million baht from 2019 or 4.37% decrease.

Transport gross margins for 2019 and 2020 were 9.89% and 8.67%. In 2020, land transport gross margins declined from 2019, in line with market competition conditions. And the use of car services from subcontractors has increased

- Air Freight gross profit is 16.16 million baht, an increase of 0.62 million baht in 2019 or an increase of 3.99%.

Air Freight gross margins in 2019 and 2020 were 28.72% and 18.85%. In 2020, gross margins for the air freight business fell from 2019, in line with market competition conditions.

Gross profit from other services is 6.86 million baht, a decrease of 2.41 million baht from 2019 or 26%.

The gross margin for other services in 2019 and 2020 was 70.28% and 64.53%, which in 2020 gross margin for other services. There was a decline from 2019 due to the increased recognition of depreciation costs from the improvement of the distribution center.

#### **Profit for the year attributable to equity holders of the company \***

In 2020, the Group posted a profit of 59.74 million baht or 4.39% of the net profit, with an increase of 13.21 million baht from 2019, or a 28.39% increase.

#### **Organic Growth**

Sea freight ,Transportation, Air Freight ,Consolidation ,Warehouse ,Laem Chabang Yard and Dangerous goods Grow up 20 %

#### **LOGISTICS LEASING**

Estimated loan lending this year 200 million baht

#### **CAC**

The company signed a Declaration of Intent of the Collective Action Coalition of the Thai private sector. In combating corruption" according to the Anti-Corruption and Corruption Policy Plan. According to the resolution of the Board of Directors No. 5/2019 held on November 8, 2019, the company is currently in the process.

#### Opinion of the Board of Directors

Agree to acknowledge the report on operating results and important information. Which occurred in the year 2020 and the annual report of the Board of Directors to the shareholders' meeting for

Minutes of the Annual General Meeting of Shareholders Year 2021 April 19, 2021

acknowledgment

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

**Meeting resolution** This agenda does not require a resolution. Because it was reported to the shareholders

**Agenda 3 To consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the period fiscal year ended 31<sup>st</sup> December 2020 audited by a certified public accountant.**

The Chairman assigned Assoc. Prof. Kalyaporn Panmarerng , Chairman of the Audit Committee, to report to the meeting

Assoc. Prof. Kalyaporn Panmarerng presented to the meeting that

#### **From the consolidated financial statements**

As of December 31, 2020, the Group has total assets of 1,027.11 million baht, total liabilities of 376.84 million baht. (Equity of the Company (Excluding non-controlling interests) 643.61 million baht The Company's shareholders' equity increased by 37.11 million baht, an increase of 6.12% due to an increase in net profit for the year. And an increase in the share-based payment reserve.

In terms of operating results, the Group had service income of 1,352.18 million baht, cost of service 1,088.97 million baht (accounted for 80.53% from service income), gross profit of 263.21 million baht (19.47% of Service income) Selling and administrative expenses 187.10 million baht (13.76% of total revenue) and profit for the year. Equity holders of the Company's shareholders 59.74 million baht (equivalent to 4.39% from total income) Earnings per share 0.109 baht / share.

#### **From the separate financial statements**

As of December 31, 2020, the Company had total assets of 908.73 million baht, total liabilities of 337.21 million baht, shareholders 'equity of 571.52 million baht, the Company's shareholders' equity increased by 23.09 million baht, an increase of 4.21%. The result of the increase in net profit for the year. And an increase in the share-based payment reserve.

In terms of performance The company has service income of 858.75 million baht, cost of service 689.23 million baht (accounting for 80.26% from service income), gross profit 169.52 million baht (19.74% from service income). Pay in sales and management of 131.09 million baht (14.89% of total revenue) and profit for the year of the company 45.73 million baht (5.19% from total revenue) Earnings per share 0.083 baht / share

For the cash flow statement, the Group has cash generated from operating activities of 2.26 million

Minutes of the Annual General Meeting of Shareholders Year 2021 April 19, 2021

baht, cash used in investing activities 70.83 million baht and cash used in financing activities 45.90 million baht.

Such financial statements Has been audited by the auditors of the company. PricewaterhouseCoopers ABAS Limited, the auditor expressed an opinion on the said financial statements. It is accurate as it should be in all material aspects according to the financial reporting standards. And has been reviewed by the Audit Committee

The Audit Committee deems it appropriate to propose the shareholders' meeting to approve the Company's financial statements for the year ended December 31, 2020.

**Voting** This agenda must be approved by a majority vote of the shareholders. Who attended the meeting and voted

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy and then offer an opinion

If there were no shareholder inquiries Or leave additional comments Invitation to vote By marking and signing the ballot papers

**Meeting resolution** The shareholders' meeting resolved to approve the statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2020, audited by the certified public accountant. With a majority vote of the shareholders who attend the meeting and cast their votes. With the following votes

Agree	408,597,707	sound	As a percentage	100.00
Disagree	0	sound	As a percentage	0.0000
Total	408,597,707	sound	As a percentage	100.00
Abstain	0	sound		
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares

**Agenda 4** To consider and approve the allocation of profits for legal reserve funds and the payment of dividends for the operating results of the past year ended December 31<sup>st</sup> 2020.

The Chairman reported to the meeting that. The company has a policy to pay dividends. Not less than 50% of the net profit of the separate financial statements After deducting taxes and legal reserves and other reserves (if any)

Performance of the Company For the year ended December 31, 2020, the Company had a net profit

for the year according to the separate financial statements of 45,725,088 baht and allocated the profit for the year as a legal reserve of 2,286,255 baht (two million two hundred eighty six thousand two hundred and five Fifteen baht) (at least 5% of net profit for the year of the separate financial statements)

The company I would like to inform you that The Company deems it appropriate to pay cash dividends to the Company's shareholders of 550,000,000 shares at the rate of 0.055 baht per share, totaling 30,250,000 baht (Thirty million two hundred and fifty thousand baht) or equivalent to 66.15 percent of the profit for year

In the event that the meeting approves, the Company determines the list of shareholders who are entitled to receive annual dividends (Record Date) on March 9, 2021 and the dividend payment is scheduled on May 14, 2021.

Comparison of dividend payout rates and net profit (separate statements)		
list	Year 2019	Year 2020 (Offer)
Net profit (baht)	44,783,640	45,725,088
Dividend rate per share	0.050 บาท	0.055 บาท
Dividend amount (baht)	27,500,000	30,250,000
Dividend payout rate		
Compare net profit (%)	61.40	66.15

#### Opinion of the Board of Directors

For the performance of the company From 1 January - 31 December 2020

- 1) The Board of Directors has approved the allocation of net profits as legal reserve. In accordance with the Public Company Act B.E. 2535 in the amount of 2,286,255 baht
- 2) dividend payment According to the resolution of the Board of Directors at the meeting No. 1/2021 held on February 22, 2021, the Company's operational results were as follows: For the year ended December 31, 2020, the Company had a net profit for the year according to the separate financial statements of 45,725,088 baht and allocated the profit for the year as a legal reserve. And approved the dividend payment in accordance with the Company's dividend payment policy. For the performance of the fiscal year from 1 January - 31 December 2020 to the Company's shareholders of 550,000,000 shares at the rate of 0.055 baht per share, totaling 30,250,000 baht.

The Company will determine the names of shareholders who are entitled to receive annual dividends (Record Date) on March 9, 2021 and determine the dividend payment on May 14, 2021.

**Voting** This agenda must be approved by a majority vote of the shareholders and proxies attending the meeting And vote

The moderator asked the meeting. If any shareholder requests correction or has questions or comments, ask

Inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or take delivery And then offer an opinion

If there were no shareholder inquiries Or leave additional comments Invitation to vote By marking and signing the ballot papers

**Meeting resolution** The shareholders' meeting approves the dividend payment for the Company's operating results. For the year ended December 31, 2020, the Company had a net profit for the year according to the separate financial statements of 45,725,088 baht and allocated the profit for the year as a legal reserve of 2,286,255 baht (at least 5% of the net profit for the year of Separate financial statements) from January 1 - December 31, 2020, to the company's shareholders of 550,000,000 shares at the rate of 0.055 baht per share, totaling 30,250,000 baht with a majority vote of the shareholders who attended the meeting and voted. Voting with votes as follows:

Agree	408,597,907	sound	As a percentage	100.00
Disagree	0	sound	As a percentage	0.0000
Total	408,597,907	sound	As a percentage	100.00
Abstain	0	sound		
Broken card	0	sound		

Note: In this agenda item, there were additional shareholders attending the meeting 200 shares.

Before considering this agenda item 5, the two directors who retired from office were Assoc. Prof. Kalyaporn Panmarerng and Dr. Santisuk Kosiapanant (Ph.D.) Ask permission to leave the meeting room.

Dr. Santisuk Kosi-arapanan The Chairman of the Meeting assigned Mr. Naawat Aran, the Nomination and Remuneration Committee, to To be the chairman of the meeting on this agenda.

When both directors have left the meeting room already The chairman continued the meeting in Agenda 5.



**Agenda 5      To consider and approve the election of directors in place of those who are retired by rotation.**

Mr. Kanwat Aran Nomination and Remuneration Committee Presented to the meeting that According to Article 18 of the Company's Articles of Association, at every annual general meeting, one third of the directors shall vacate their positions. If the number of directors cannot be divided into three parts Then give out by the number closest to one-third The director who has been in office for the longest time shall retire from office. The director who will be retired by rotation.

However, the directors who will retire by rotation may be re-elected to serve as new positions.

At present, the company has 8 directors, therefore 2 directors who have served the longest are the ones.

Retire The directors who retire by rotation at this time are:

First person: Assoc. Prof. Kalyaporn Panmareng Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee and Director independent

2 nd person, Dr. Santisuk Kosiarpanant (Ph.D.) Director, Member of the Nomination and Remuneration Committee And Chief Executive Officer

The persons nominated for this time have gone through a scrutiny and scrutiny process by the Board of Directors and the Board of Directors has considered the opinion of the Nomination and Remuneration Committee. It is deemed appropriate to propose that the shareholders' meeting approve the election of the two directors who retired by rotation to resume for another term Since both directors are qualified. Knowledgeable And experience Having qualifications that are suitable for the Company's business operations which are beneficial to the Company's operations. The Board of Directors has considered that the persons nominated as independent directors are able to express their opinions independently and in accordance with the rules and regulations. Conduct a meeting Clarification of voting in this agenda to the shareholders for further acknowledgment.

**Voting** For this agenda will be informed for individual consideration. This agenda must be approved by a majority vote of the shareholders and proxies who attend the meeting and vote.

Voting in this agenda Which is to consider the election of individual directors Therefore, all shareholders are requested to submit their scorecards in both In the event of voting for approval, disagreement or abstention, the Company's staff will collect the ballot for both nominees from the shareholders at the same time. Shareholders are requested to cast their votes in the ballot, either agree or abstain, without having to tear apart and send the ballot. Because ballot papers will be collected at the same time at one time The meeting was requested to consider the election of individual directors as follows:

Requesting that the meeting begin to consider from the first person, Associate Professor

Kalayaporn Panmarereng, Chairman of the Audit Committee. Chairman of the Nomination and Remuneration Committee And Independent Director and the 2nd Dr. Santisuk Kosi-apanan Director, Member of the Nomination and Remuneration Committee And Chief Executive Officer According to the history information that has been sent to you

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

If there were no shareholder inquiries Or leave additional comments Invitation to vote By marking and signing the ballot papers

**Meeting resolution** The shareholders' meeting passed a resolution to elect 2 directors to replace the directors who had to retire by rotation to resume their positions for another term. With the majority vote of the shareholders who attend the meeting And vote With the following votes

**1) Assoc. Prof. Kalyaporn Panmarereng** Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee And independent director

Agree	408,597,907	sound	As a percentage	100.00
Disagree	0	sound	As a percentage	0.0000
Total	408,597,907	sound	As a percentage	100.00
Abstain	0	sound		
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares.

**2) Dr. Santisuk Kosiapanant (Ph.D.)** Director, Member of the Nomination and Remuneration Committee and Chief Executive Officer

Agree	408,597,907	sound	As a percentage	100.00
Disagree	0	sound	As a percentage	0.0000
Total	408,597,907	sound	As a percentage	100.00
Abstain	0	sound		
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares.

Before entering the agenda item 6, Assoc. Prof. Kalyaporn Panmarereng and Dr. Santisuk Kosiapanant (Ph.D.) Back in the meeting room

## **Agenda 6 To consider the remuneration of directors for the year 2021**

The Chairman assigned Assoc. Prof. Kalyaporn Panmarereng, Chairman of the Nomination and Remuneration Committee, to report to the meeting

Assoc. Prof. Kalyaporn Panmarerng presented to the meeting that Meeting allowance for directors And sub-committees in 2019, 2020 and in this proposed year 2021, the Nomination and Remuneration Committee Proposed to consider the meeting allowance at the same rate since 2017, summarized as follows:

Meeting allowance Director / Sub-Committee	Meeting allowance (baht / person / time)		
	Year 2019	Year 2020	Year 2021 <u>Proposed year</u>
1. Board of Directors			
• Chairman of the Board of Directors	30,000	30,000	30,000
• Director	20,000	20,000	20,000
2. Audit Committee			
• Chairman of the Audit Committee	25,000	25,000	25,000
• Audit Committee	15,000	15,000	15,000
3. Nomination and Remuneration Committee			
• Chairman of the Nomination and Remuneration Committee	25,000	25,000	25,000
• Member of the Nomination and Remuneration Committee	15,000	15,000	15,000

The Nominating and Remuneration Committee has screened and considered the suitability in many areas, all dimensions, including compliance with the general market conditions. And compare with reference from the same industry Considering the state of duties and responsibilities It is deemed appropriate to set the directors' remuneration By paying remuneration in money consisting of meeting allowances. Without any other benefit Presented to the shareholders' meeting for consideration

**Voting** This agenda must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting.

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

If there were no shareholder inquiries Or leave additional comments Invitation to vote By marking and signing the ballot papers

**Meeting resolution** The meeting has considered It was therefore resolved to approve the determination of the remuneration of the Company's directors for the year 2021

With a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting with the following votes.

Agree	408,597,907	sound	As a percentage	100.00
Disagree	0	sound	As a percentage	0.0000
Abstain	0	sound	As a percentage	0.0000
Total	408,597,907	sound	As a percentage	100.00
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares.

#### **Agenda 7 To consider and approve the appointment of auditors and the audit fee for the year 2021**

The Chairman assigned Assoc. Prof. Kalyaporn Panmarerng, Chairman of the Audit Committee, to be the person who reports to the meeting

Assoc. Prof. Kalyaporn Panmarerng presented to the meeting that

In order to comply with the Public Limited Companies Act 1992, Section 120 (including as amended), which stipulates that the shareholders' meeting shall appoint an auditor and determine the audit fee of the company every year. It is proposed according to the opinion of the Audit Committee. And the Board of Directors has considered appropriate for the Annual General Meeting of Shareholders. Consider appointing an auditor from PricewaterhouseCoopers ABAS Co., Ltd. According to the list of auditors as follows Be the auditor of the company And subsidiaries for the year 2021

1. Miss Naphanuch Apichatsathien Certified Public Accountant No. 5266 or  
(Signed, reviewed, audited and expressed an opinion on the Company's financial statements for the year 2015 - 2020, totaling 6 years)
2. Ms. Sanicha Akkharakitlarp Certified Public Accountant No. 8470 or  
(Never reviewed or audited and expressed an opinion on the Company's financial statements.)
3. Mr. Paiboon Tankul Certified Public Accountant No. 4298  
(Never reviewed or audited and expressed an opinion on the Company's financial statements.)

By requiring any one of them to audit and express an opinion on the financial statements of the Company and its subsidiaries. All auditors are auditors who have been approved by the SEC and the auditors. Accounts according to the proposed list Has served in the audit of the Company and its subsidiaries for 5 years since 2015.

However, the auditors according to the proposed list. Be independent Have knowledge skills Sufficient experience and team to perform audit work. Have no relationship or interest with the company / management / major shareholders. Or related to such person in any way

The Board of Directors deems it appropriate to propose the Annual General Meeting of

Minutes of the Annual General Meeting of Shareholders Year 2021 April 19, 2021

Shareholders to consider and approve the determination of the audit fee for the year 2021 in the amount not exceeding 2,650,000 baht, excluding other expenses.

**Voting** This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

If there were no shareholder inquiries Or leave additional comments Invitation to vote By marking and signing the ballot papers

**Meeting resolution** The shareholders' meeting resolved to approve the appointment of an auditor from the company. PricewaterhouseCoopers ABAS Company Limited has the following auditors list.

1. Ms. Naphanuch Apichatsathien Certified Public Accountant No. 5266 or
2. Ms. Sanicha Akkharakitlarp Certified Public Accountant No. 8470 or
3. Mr. Paiboon Tankul Certified Public Accountant No. 4298

Be the auditor of the company And subsidiaries for the year 2021. By requiring any one of them to audit and express an opinion on the Company's financial statements. All auditors are approved by the SEC. Total not more than 2,650,000 baht with a majority vote of the shareholders who attend the meeting and cast their votes. With the following votes

Agree	408,597,907	sound	As a percentage	100.00
Disagree	0	sound	As a percentage	0.0000
Total	408,597,907	sound	As a percentage	100.00
Abstain	0	sound		
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares.

**Agenda 8 To consider and approve the issuance and offering of the Warrants, (SONIC-W1)**

The Chairman reported to the meeting that To prepare and strengthen the financial strength of the company. This is to provide the company with financial flexibility to carry out projects in the future and to reserve funds for use as working capital within the business. The Board of Directors considered and agreed to propose to the meeting to consider and approve the issuance and offering of warrants to purchase ordinary shares of Sonic Interfreight Public Company Limited No. 1 (SONIC-W1) with details in Prague. K. As per the important details of the warrants to purchase the newly issued ordinary shares of the Company No. 1 allocated to the existing shareholders of the Company. (Attachment 1 3 .) The Meeting therefore requested that the meeting consider the issuance and allocation of warrants to

purchase ordinary shares of Sonic Interfreight Public Company Limited No. 1 (SONIC-W1) in the amount not exceeding 275,000,000. Unit to existing shareholders in proportion (Right Issue) at the ratio of 2 existing shares to 1 unit of SONIC-W1 warrant and set Exercise Price for (SONIC-W1) to 1 baht / share. Exercise for SONIC-W1 Warrant holders The warrant can be exercised 4 times, the exercise date on the date of the warrant expires 2 years from the date of issuance of the warrant on April 22, 2021, the first time the warrant will be exercised on October 21, 2021. The second time to exercise the rights on April 21, 2022, the third time to exercise the rights on October 21, 2022, the last time to exercise the rights on April 21, 2023 (in the event that the exercise date falls on a holiday, postpone The exercise date of the said rights Is the last business day preceding the exercise date)

And set March 9, 2021 to be the record date for the list of shareholders who will be entitled to receive warrants to purchase ordinary shares of the Company (Record Date).

Issuance of the said warrant. There will be effects after the issuance and offering of warrants at this time divided into (1) Control Dilution effect on the existing shareholders. If a person who is not an existing shareholder completes the exercise of the warrants, approximately 33.33% (2) Price Dilution effect if the SONIC-W1 warrants are issued and offered and the shareholders Previously exercised the entire amount of the Company's share The price will be affected by approximately 18.39 percent because the exercise of TSRs at 1 baht per share is lower than the pre-market price ("market price") of 2.23 baht per share, which is the weighted average market price. Of shares for the past 15 consecutive working days prior to the Board of Directors Meeting No. 1/2021 held on February 22, 2021 (between 29 January 2021 and 19 February 2021) and (3) EPS Dilution if any Exercise the rights under the warrants issued this time. The whole amount is about 33.33 percent.

And assign it to Board of Directors And / or the Board of Directors of the Company And / or the person assigned by the Board of Directors and / or the Executive Committee of the Company has the power to determine the details related to the issuance and offering of the warrants in this time. This includes but is not limited to Issue Date of Warrant The first exercise date and the last exercise date And the exercise of rights to convert the warrants to purchase ordinary shares Including the conditions and related details. Wording correction Or the text in the document Minutes of the Shareholders Meeting memorandum And / or various requests and / or actions to comply with the Registrar's order in filing the registered capital increase of the company with the Department of Business Development Ministry of Commerce Signing of documents for permission and necessary evidence related to the issuance of the warrant This includes contacting and submitting a request for permission, documents and evidence to the government or agency involved in the issuance of the warrant. And listing the warrants on the Stock Exchange of Thailand And to perform any necessary and appropriate action in connection with the issuance and offering of the warrants at this time. Therefore asked the meeting to consider

## **Voting**

This agenda must be approved by a vote of not less than three-quarters of the total number of votes of the shareholders who attend the meeting and have the right to vote.

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

If there were no shareholder inquiries Or leave additional comments Invitation to vote By marking and signing the ballot papers

**Meeting resolution**      The meeting considered and resolved to approve the issuance and allocation of warrants to purchase ordinary shares of the Company (SONIC-W1 ) to the existing shareholders of the Company in proportion to their shareholding. There is a list of the warrants to purchase ordinary shares of Sonic Interfreight Public Company Limited No. 1 (SONIC-W1), the date for determining the names of shareholders who will be entitled to be allocated the warrants to purchase. Ordinary shares of the Company (Record Date) Assignment to Board of Directors And / or the Board of Directors of the Company And / or the person assigned by the Board of Directors and / or the Executive Committee of the Company has the power to determine the details related to the issuance and offering of the warrants in this time. This includes but is not limited to Issue Date of Warrant The first exercise date and the last exercise date And the exercise of rights to convert the warrants to purchase ordinary shares Including the conditions and related details. Wording correction Or the text in the document Minutes of the Shareholders Meeting memorandum And / or various requests and / or actions to comply with the Registrar's order in filing the registered capital increase of the company with the Department of Business Development Ministry of Commerce Signing of documents for permission and necessary evidence related to the issuance of the warrant This includes contacting and submitting a request for permission, documents and evidence to the government or agency involved in the issuance of the warrant. And listing the warrants on the Stock Exchange of Thailand And to perform any necessary and appropriate action in connection with the issuance and offering of the warrants at this time. As detailed by the president Has proposed in all respects With a vote of not less than three-fourth of the total number of votes of the shareholders who attend the meeting and have the right to vote. With the following votes

Agree	408,597,907	sound	As a percentage	100.00
Disagree	0	sound	As a percentage	0.0000
Abstain	0	sound	As a percentage	0.0000
Total	408,597,907	sound	As a percentage	100.00
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares.

#### **Agenda 9      To consider and approve the rights offering allocation of the Warrants, (SONIC-W1)**

The Chairman presented to the meeting that For the benefit of shareholders Because it is the allocation of warrants to purchase the Company's newly issued ordinary shares. To the existing shareholders of the Company in proportion to their shareholding (Rights Offering) at the rate of 2 existing ordinary shares per Minutes of the Annual General Meeting of Shareholders Year 2021 April 19, 2021

1 warrant. Without charge Therefore, there is no impact on the shareholders on the issuance date of the warrants. However, if the right to purchase shares is fully exercised by a person who is not the original shareholder, the whole amount will have an impact on the existing shareholders, details appear in the information on the issuance of newly issued shares to accommodate the warrants. Show rights (Attachment No. 1 4 .) The Board of Directors considered and agreed to propose to the meeting to consider approving the allocation of warrants to purchase the Company's newly issued ordinary shares. To the existing shareholders of the company According to the proportion of shareholding (Rights Offering) at the rate of 2 existing ordinary shares per 1 warrant. Without charge And assigned to the Board of Directors And / or the Board of Directors of the Company And / or the person assigned by the Board of Directors and / or the Executive Committee of the Company has the power to determine the details related to the issuance and offering of the warrants at this time. This includes but is not limited to Issue Date of Warrant The first exercise date and the last exercise date And the exercise of rights to convert the warrants to purchase ordinary shares Including the conditions and related details. Signing of documents for permission and necessary evidence related to the issuance of the warrant This includes contacting and submitting an application for permission. Documents and evidence to the government agency Or agencies involved in the issuance of warrants And listing the warrants on the Stock Exchange of Thailand And to perform any necessary and appropriate action in connection with the issuance and offering of the warrants at this time. Therefore asked the meeting to consider

#### **Voting**

This agenda must be approved by a majority vote of the shareholders who attend the meeting. And vote

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

If there were no shareholder inquiries Or leave additional comments Invitation to vote By marking and signing the ballot papers

#### **Meeting resolution**

The meeting considered and resolved to approve the issuance and allocation of warrants to purchase ordinary shares of the Company (SONIC-W1 ) to the existing shareholders of the Company in proportion to their shareholding (Rights Offering). Right to purchase ordinary shares of Sonic Interfreight Public Company Limited No. 1 (SONIC-W1) Date for determining the names of shareholders who will be entitled to receive warrants to purchase ordinary shares of the Company (Record Date) assignment to Board of Directors And / or the Board of Directors of the Company And / or the person assigned by the Board of Directors and / or the Executive Committee of the Company has the power to determine the details related to the issuance and offering of the warrants in this time. This includes but is not limited to Issue Date of Warrant The first exercise



date and the last exercise date And the exercise of rights to convert the warrants to purchase ordinary shares Including the conditions and related details. Wording correction Or the text in the document Minutes of the Shareholders Meeting memorandum And / or various requests and / or actions to comply with the Registrar's order in filing the registered capital increase of the company with the Department of Business Development Ministry of Commerce Signing of documents for permission and necessary evidence related to the issuance of the warrant This includes contacting and submitting a request for permission, documents and evidence to the government or agency involved in the issuance of the warrant. And listing the warrants on the Stock Exchange of Thailand And to perform any necessary and appropriate action in connection with the issuance and offering of the warrants at this time. As detailed by the president Has proposed in all respects With a majority vote of the shareholders who attend the meeting and cast their votes. With the following votes

Agree	408,597,907	sound	As a percentage	100.00
Disagree	0	sound	As a percentage	0.0000
Total	408,597,907	sound	As a percentage	100.00
Abstain	0	sound		
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares

**Agenda 10 To consider and approve the capital increase amount Baht 141,250,000 and amendment of Clause 4 of memorandum of association in relation to the capital increase.**

The Chairman presented to the meeting that According to the Public Limited Companies Act, B.E. 2535 (including the amendments), the capital increase of the company can be made when all the shares have been issued and paid for the shares. Or in the event that the shares are not fully sold The remaining shares must be shares issued to support convertible debentures or share warrants. The Board of Directors considered and considered that the Company has the remaining ordinary shares from the capital increase to support the warrants to purchase ordinary shares of Sonic Interfreight Public Company Limited issued to the management and employees of the Company and Subsidiary ("SONIC-ESOP 2018") ("Warrant") (SONIC\_WA) amount 30,000,000 units / share and this warrant has not expired. Therefore, the capital can be raised without reducing the capital.

In order to be consistent with the issuance and allocation of warrants to purchase ordinary shares of Sonic Interfreight Public Company Limited No. 1 ( SONIC-W1 ) and to allocate to the existing shareholders of the Company in proportion (Right Issue) and to support the adjustment of the rights of the warrants to purchase the newly issued ordinary shares of Sonic Interfreight Public Company Limited (SONIC-ESOP 2018), the meeting therefore requested the meeting to consider and approve the increase in the Company's registered capital. 141,250,000 baht from the original registered capital of 290,000,00 baht to the registered capital of 431,250,000 baht by issuing new ordinary shares of 282,500,000 shares at the par value of 0.50 baht per share and Clause 4 of the Company is as follows

"Item 4.	Registered capital	431,250,000 baht	(Four hundred thirty-one million, two hundred and fifty thousand baht)
	Divided into	862,500,000 share	(Eight hundred sixty-two million and five hundred thousand shares)
	Par value	0.50 baht	(Fifty cent)
	Divided into		
	Common stock	862,500,000 share	(Eight hundred sixty-two million and five hundred thousand shares)
	Preferred shares	- share	(-share)"

By assigning Board of Directors And / or a person assigned by the Board of Directors Has the power to correct words Or the text in the document Minutes of the Shareholders Meeting memorandum And / or various requests and / or actions to comply with the Registrar's order in filing the registration of the increase of registered capital and the amendment of the memorandum of association of the company To the Department of Business Development Ministry of Commerce With the objectives of the capital increase, details are in the Capital Increase Report Form (F53-4), Enclosure No. 14, therefore requested the Meeting to consider.

#### **Voting**

This agenda must be approved by a vote of not less than three-quarters of the total number of votes of the shareholders who attend the meeting and have the right to vote.

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

If there were no shareholder inquiries Or leave additional comments Invitation to vote By marking and signing the ballot papers

#### **Meeting resolution**

The meeting considered and resolved to approve the increase of the Company's registered capital of 141,250,000 baht from the original registered capital of 290,000,00 baht to 431,250,000 baht by issuing 282,500,000 newly issued ordinary shares with a par value of 0.50 baht per share and revise it. Change the Company's Memorandum of Association No. 4 to

"Item 4.	Registered capital	431,250,000 baht	(Four hundred thirty-one million, two hundred and fifty thousand baht)
	Divided into	862,500,000 share	(Eight hundred sixty-two million and five hundred thousand shares)
	Par value	0.50 baht	(Fifty cent)
	Divided into		
	Common stock	862,500,000 share	(Eight hundred sixty-two million and five

hundred thousand shares)

Preferred shares - share (-share)"

By assigning Board of Directors And / or a person assigned by the Board of Directors Has the power to correct words Or the text in the document Minutes of the Shareholders Meeting memorandum And / or various requests and / or actions to comply with the Registrar's order in filing the registration of the increase of registered capital and the amendment of the memorandum of association of the company To the Department of Business Development Ministry of Commerce As the Chairman proposed in all respects With a vote of not less than three-fourth of the total number of votes of the shareholders who attend the meeting and have the right to vote. With the following votes

Agree	408,597,907	sound	As a percentage	100.00
Disagree	0	sound	As a percentage	0.0000
Abstain	0	sound	As a percentage	0.0000
Total	408,597,907	sound	As a percentage	100.00
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares.

**Agenda 11 Considered and approved the allocation of 282,500,000 newly issued ordinary shares With a par value of 0.50 baht per share.**

The Chairman presented to the meeting that in accordance with the increase of registered capital. And the issuance and offering of warrants to purchase ordinary shares of the Company in the above agenda. Will ask the meeting to approve the allocation of the newly issued ordinary shares of the Company in the amount of 282,500,000 shares with a par value of 0.50 baht per share to accommodate the exercise of the warrants to purchase the Company's ordinary shares No. 1 (SONIC-W1 ) And to support the adjustment of the rights of the warrants to purchase the newly issued ordinary shares of Sonic Interfreight Public Company Limited (SONIC-ESOP 2018) as detailed below.

1. Allocation of 275,000,000 new ordinary shares to accommodate the exercise of the warrants to purchase ordinary shares of the Company No. 1 ( SONIC-W1 ), allocated to the existing shareholders of the Company on a proportional basis.
2. Allocation of 7,500,000 newly issued ordinary shares to accommodate the adjustment of the rights of the warrants to purchase the newly issued ordinary shares of Sonic Interfreight Public Company Limited (SONIC-ESOP 2018).

In the event that there are remaining shares due to the absence of the exercise of the warrants to purchase the newly issued shares The company will propose to the shareholders' meeting for further consideration. With details on the capital increase and the allocation of the newly issued ordinary shares It appears in the capital increase report form (F53-4 ). Ask the Annual General Meeting of Shareholders for the year 2021 to assign the Board of Directors. And / or the Board of

Directors of the Company And / or the person assigned by the Board of Directors and / or the Executive Committee of the Company has the power to determine the details related to the issuance and offering of the warrants in this time. This includes but is not limited to Issue Date of Warrant The first exercise date and the last exercise date And the exercise of rights to convert the warrants to purchase ordinary shares Including the conditions and related details. Wording correction Or the text in the document Minutes of the Shareholders Meeting memorandum And / or various requests and / or actions to comply with the Registrar's order in filing the registered capital increase of the company with the Department of Business Development Ministry of Commerce Signing of documents for permission and necessary evidence related to the issuance of the warrant This includes contacting and submitting a request for permission, documents and evidence to the government or agency involved in the issuance of the warrant. And listing the warrants on the Stock Exchange of Thailand And to perform any necessary and appropriate action in connection with the issuance and offering of the warrants at this time. Therefore asked the meeting to consider

**Voting** This agenda must be approved with majority votes of the shareholders attending the meeting and casting their votes.

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

If there were no shareholder inquiries Or leave additional comments Invitation to vote By marking and signing the ballot papers

**Meeting resolution** The meeting considered and passed a resolution to approve the allocation of 282,500,000 newly issued ordinary shares with a par value of 0.50 baht per share as follows:

1. Allocation of 275,000,000 new ordinary shares to accommodate the exercise of the warrants to purchase ordinary shares of the Company No. 1 ( SONIC-W1 ), allocated to the existing shareholders of the Company on a proportional basis.
2. Allocation of 7,500,000 newly issued ordinary shares to accommodate the adjustment of the rights of the warrants to purchase the newly issued ordinary shares of Sonic Interfreight Public Company Limited (SONIC-ESOP 2018).

In the event that there are remaining shares due to the absence of the exercise of the warrants to purchase the newly issued shares The company will propose to the shareholders' meeting for further consideration. As detailed by the president Has proposed in all respects With a majority vote of the shareholders who attend the meeting and cast their votes. With the following votes

Agree	408,597,907	sound	As a percentage	100.00%
Disagree	0	sound	As a percentage	0.0000%

Minutes of the Annual General Meeting of Shareholders Year 2021 April 19, 2021

Total	408,597,907	sound	As a percentage	100.00%
Abstain	0	sound		
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares.

**Agenda 12 Consideration and approval Amendment / addition of the Memorandum of Association, Clause 3 of the Company by addition 3 objectives total of 46 objectives**

The Chairman asked Mr. Ranut Lieolertsakulchai Director and Company Secretary Clarification of details to the meeting

Mr. Ranut Lieolertsakulchai Presented to the meeting that in accordance with the business operations of the company And to cover the businesses that the company may expand in the future It is therefore necessary to amend 3 additional objectives of the Company which are clause 44-46 to be in line with the business operations as follows:

Article 44 Operations truck station, transport, loading and unloading All kinds of products Working for storage, repairing, maintenance, cleaning, washing container cabinets. All kinds of types

Article 45 Entrepreneurship, dealer, dealer, equipment and programs to write safety documents (Safety Data Sheet Authoring Program), including safety documents in all types of transportation applications. For all types of importers - exporters And ready to provide installation and maintenance services as well

Article 46 Entrepreneurship is a training facility, seminar and academic seminar

By revising the objectives of that company The company must amend clause 3 of the memorandum of association of the company on the objectives of the company. In accordance with the amendment of the above objectives of the company are as follows.

"Clause 3. Objectives of the Company are 46 items, details as per the attached Form Bor Mor Jor 002"

In addition, offer to authorize the committee. Or a person who the Board of Directors or authorized directors act on behalf of the company Or Chief Executive Officer Has the authority to take any action As necessary and in connection with such proceedings Amendment of the Memorandum of Association, Article 3 . Adding the objectives of the company. To comply with the order of the registrar Therefore asked the meeting to consider

**Voting** This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attended the meeting.  
Meeting and having the right to vote

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

If there were no shareholder inquiries Or leave additional comments Invitation to vote By marking and signing the ballot papers

**Meeting  
resolution**

The meeting considered and passed a resolution approving the addition of 3 additional objectives of the company, namely clause 44-46, to be in line with the business operations as follows:

Article 44 Operations truck station, transport, loading and unloading All kinds of products Working for storage, repairing, maintenance, cleaning, washing container cabinets. All kinds of types

Article 45 Entrepreneurship, dealer, dealer, equipment and programs to write safety documents (Safety Data Sheet Authoring Program), including safety documents in all types of transportation applications. For all types of importers - exporters And ready to provide installation and maintenance services as well

Article 46 Entrepreneurship is a training facility, seminar and academic seminar

By revising the objectives of that company The company must amend clause 3 of the memorandum of association of the company on the objectives of the company. In accordance with the amendment of the above objectives of the company are as follows.

"Clause 3. Objectives of the Company are 46 items, details as per the attached Form Bor Mor Jor 002"

And delegate power to the board Or a person who the Board of Directors or authorized directors act on behalf of the company Or Chief Executive Officer Has the authority to take any action As necessary and in connection with such proceedings Amendment of the Memorandum of Association, Article 3 . Adding the objectives of the company. To comply with the order of the registrar According to Mr. Ranat Liao Lert Sakulchai Has proposed in all respects With a vote of not less than three-fourth of the total number of votes of the shareholders who attend the meeting and have the right to vote. With the following votes

Agree	408,597,907	sound	As a percentage	100.00
Disagree	0	sound	As a percentage	0.0000
Abstain	0	sound	As a percentage	0.0000
Total	408,597,907	sound	As a percentage	100.00
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares.

The Chairman asked Mr. Ranut Lieolertsakulchai Director and Company Secretary Clarification of details

to the meeting

Mr. Ranut Lieolertsakulchai Presented to the meeting that according to the Public Limited Companies Act 2535, Section 100 amended by Order of the Head of the National Council for Peace The Board of Directors 'Meeting of Sonic Interfreight Public Company Limited No. 1/2021 held on February 22, 2021 resolved to propose to the 2021 Shareholders' Meeting to consider and approve the amendment of the Articles of Association of the Company No. Regarding the board meeting and shareholders' meeting via electronic media of the company as follows:

Article 65 Board meetings and shareholders' meetings of the company under this regulation Or a meeting as required by law to have a meeting Able to hold meetings via electronic media However, in organizing the meeting via electronic media To comply with the law

And delegate power to the board Or a person who the Board of Directors or authorized directors act on behalf of the company Or Chief Executive Officer Has the authority to take any action As necessary and in connection with the amendment / addition of the Articles of Association of the Company by adding Article 6 5 regarding the Board of Directors 'Meetings and Shareholders' Meetings via electronic media. To comply with the order of the registrar Therefore asked the meeting to consider

#### **Voting**

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attended the meeting. Meeting and having the right to vote

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

If there were no shareholder inquiries Or leave additional comments Invitation to vote By marking and signing the ballot papers

#### **Meeting resolution**

The meeting considered and passed a resolution approving the amendment / addition of the Company's Articles of Association by adding Article 6 5 regarding the Board meeting and the shareholders' meeting via electronic media as follows

Article 65. Board meetings and shareholders' meetings of the company under this regulation Or a meeting as required by law to have a meeting Able to hold meetings via electronic media However, in organizing the meeting via electronic media To comply with the law

And to authorize the board of directors or the person whom the board of directors or the authorized director acts on behalf of the company Or Chief Executive Officer Has the authority to take any action As necessary and in connection with such actions Amendment / addition to the Articles of Association by adding Article 6 5 to comply with the Registrar's order. According to Mr. Ranut

Lieolertsakulchai Has proposed in all respects With a vote of not less than three-fourth of the total number of votes of the shareholders who attend the meeting and have the right to vote. With the following votes

Agree	408,597,907	sound	As a percentage	100.00%
Disagree	0	sound	As a percentage	0.0000%
Abstain	0	sound	As a percentage	0.0000%
Total	408,597,907	sound	As a percentage	100.00%
Broken card	0	sound		

Note: In this agenda item, there were more shareholders attending the meeting - shares.

#### **Agenda 14 To acknowledge the amendment / change of the objectives of the IPO fund.**

The Chairman presented to the meeting that, according to the company offering the newly issued ordinary shares to the general public for the first time. And trading on the Market for Alternative Investment during 8-10 October 2018, 150 million shares at the price of 1.95 baht per share, received from the capital increase of approximately 284.01 million baht (after deducting the distribution fee and Distribution guarantee And other expenses Involved in the offering of shares) with the purpose of using the funds As specified in the prospectus for the offering of the newly issued ordinary shares of the Company (According to the table below)

Therefore, in accordance with the current situation The Company therefore reviewed the appropriateness of investment weight in the development of product collection and distribution centers. And the development of new information technology systems The change in the weight of such investment is not a significant change. With the method of equalizing the investment limit between the transactions that have already been disclosed

The company There are changes in the investment weight as follows:

Unit: Million Baht

Purpose of spending money	Approximate use plan according to the prospectus	The 1st IPO Fund Allocation Plan	Amount of money spent accumulated	Balance amount as of 31 Dec 2020	The plan to use the funds from the IPO approved for 2 <sup>nd</sup> allocation
1. Development of information technology systems	20.00	5.00	3.23	1.77	1.77
2. Develop product collection and distribution center	60.00	75.00	19.05	55.95	-
3. Purchase land and buildings for branch buildings	60.00	60.00	60.00	-	-
4. Buy transportation vehicles for the land transportation business.	60.00	60.00	60.00	-	-
5. Working capital	84.01	84.01	84.01	-	55.95
<b>Total</b>	<b>284.01</b>	<b>284.01</b>	<b>226.29</b>	<b>57.72</b>	<b>57.72</b>
<b>Include the use plan from the IPO approved for the second time allocation and the amount spent accumulated.</b>					<b>284.01</b>



The Board of Directors agreed to report an amendment / change in the use of the IPO of the Company is not significant by means of equalizing the amount between the items that have already been disclosed to the shareholders' meeting for acknowledgment.

The moderator asked the meeting. If any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status of the shareholder who came in person Or get a proxy And then offer an opinion

**Meeting resolution** This agenda does not require a resolution. Because it was reported to the shareholders

**Agenda 15 To consider other matters (if any).**

This agenda is set for shareholders to inquire with management regarding the Company's operations (if any). Therefore, no other matters will be presented. For the meeting to consider and approve and no votes were made

#### **Questions from shareholders**

**First, Khun Pongsaroon Srisowanna, Thai Investors Association, the questions are as follows:**

Question 1 asks: From the severe COVID-19 outbreak in this new round How much has an impact on the Company's business operations compared to the previous year and how does the company have action strategies to overcome these obstacles

#### **Invitation to Dr. Santisuk Kosiarpnanant (Ph.D.) Chief Executive Officer**

Dr. Santisuk Kosi-arapanan Answered that question "The COVID situation affects everywhere. The company itself has been affected some. And try to fix the situation, which this new round, we are not as worried as the first Because of the first round, we were not in time yet and to date we are still able to deal with the COVID situation with the company's readiness Our customer base and team Therefore not worried about the COVID situation Since we provide services as a freight forwarder Therefore not affected much "

Question 2 asks: Please help update the dispute of the company that said it is a litigation. And disputes of the group

#### **Invitation to Dr. Santisuk Kosiarpnanant (Ph.D.) Chief Executive Officer**

Dr. Santisuk Kosi-arapanan Answered that question "As the company has disclosed in the annual report already. The status is as revealed in the report. The information will be updated in the notes to the quarterly financial statements.

**Second person, Khun Wiphawan Chansupalin, questions are as follows.**

Asked if I would like to inquire about adaptation to the COVID situation

Invitation to Dr. Santisuk Kosiarpnanant (Ph.D.) Chief Executive Officer

Dr. Santisuk Kosi-arapanan Answered that question "We have expanded our customer base both domestically and internationally through agents or agents. Recently, the company has increased the cooperation with the Agent and co-ordinated closely with the ship agents, with our experience and good relationships with various shipping companies, we are not affected. Some of which are positive for the company as well. As for IT technology, the company is already using software. Which we personally try to connect to the shipping line's IT and customers who want to connect And we are open to the connection with each other. In the meantime, there was no problem. "

There were no shareholders expressing opinions or having questions. Another chairman thanked the meeting and closed the meeting at 3.54 p.m.

Sign .....-Sign-.....      Chaired the meeting  
(Dr. Santisuk Kosiarpnanant (Ph.D.))

Sign. ....-Sign-.....      Company Secretary / Minutes Recorder  
(Mr. Ranut Lieolertsakulchai)

**Explanations, conditions, regulations and guidelines for the Shareholders' Meeting**

Sonic Interfreight Public Company Limited

Sonic Interfreight Public Company Limited provided 2 types of proxy forms as determined by Ministry of Commerce which are;

1. Form A - Regular proxy form which is not complicated.
2. Form B - Regular proxy form which clearly specifies details.

This is for shareholders who are unable to attend the meeting by themselves can give proxy to others to attend the meeting or give proxy to the Company's Independent Director to vote by using only one proxy form to ensure the Shareholders' Meeting is transparent, fair and beneficial to shareholders. The Company deemed appropriate to check documents or any proofs of being shareholders or shareholders representatives who have the right to attend the meeting and shareholders would continue adhere the practice.

The Company will process the registration by using barcode. Therefore, for the shareholders and proxies' convenience to register, kindly bring the registration form with barcode on the date of meeting.

**1. Proxy Form**

Since Department of Business Development, Ministry of Commerce had the Notification of Prescription of Proxy Letter Forms (No. 5) B.E. 2550 (2007), the Company prepared proxy form to shareholders who are unable to attend the meeting by themselves can give proxy to others to attend the meeting or give proxy to the Company's Independent Director to vote. Therefore, the Company has attached the Proxy Form Type B which is the form that specific clear and fixed proxy details to shareholders with this invitation letter. Shareholders can download Proxy Form Type A and B at <http://investor.sonic.co.th> or contact Company Secretary for more details at 081-8152346

**2. Documents which the meeting attendee must present before attending the meeting as required by law and Article of Association**

**Self Attendance:**

- Shareholders are natural person with Thai nationality Please present identification card or government identification card
- Shareholders are natural person with foreign nationality Please present alien identification card, passport or any documents act for passport at the registration area.
- In case of name - surname changed, certified document must be presented.

**In case of Giving Proxy:**

- Shareholders who give proxy must give proxy to only one proxy person to attend the meeting and vote as attached proxy form.
- Proxy may request to vote separately in each agenda of the meeting saying that approve, disapprove or abstain as specified in Proxy Form so that proxy can vote as the purpose of grantor.
- Proxy must send Proxy Form to Chairman of the Meeting and/or assigned person from Chairman before the meeting starts, fill information and sign completely. If there is any erased or crossed on important message, grantor must countersign every points. Proxy letter must be stamped 20 Baht. If it is not brought to the Meeting, the Company will provide at the registration point without any charge.

**Documents for proxy**

- In case that grantor is natural person with Thai nationality : copy of identification card or government identification card of grantor with certified true copy by grantor
- In case that grantor is natural person with foreign nationality : alien identification card, passport or any documents act for passport
- In case that grantor is juristic person :

- Juristic person with Thai nationality: copy of certified letter of Ministry of Commerce or Department which has certify authorization, issued not more than 1 year and certified by authorized signatory of that juristic person, copy of identification card or government identification card of Director who has authority to sign on behalf of juristic person which certified true copy by that Director.
- Juristic person with foreign nationality: Authorized signatory of juristic person shall sign and affix the Company seal in the proxy letter to notary or department which has similar authority depending on each country's law. After signed, please bring that proxy letter to the authority of Thai Embassy or Thai Consulate or authorized person who is assigned to has proxy from those people or person who can provide completed certify according to the law make an endorsement
- In case that shareholders are foreigner who appoint Custodian in Thailand to keep and take care of shares
  - Proxy Form Type B which correct and complete information are filled and signed by grantor and proxy, copy of document that government issued to shareholders. Photo of identification card or government identification card of grantor with certified true copy by grantor is presented.
  - Proxy letter from shareholders to custodian to be an authorized signatory
  - Certificate which certifies that a signatory has the Custodian Business License
- In case of fingerprint instead of signature, please use left thumb and endorse "Left thumb fingerprint of" (....name of proxy grantor....)" and must be 2 witnesses certify that this fingerprint truly belongs to that person and must fingerprint in front of witnesses. Witnesses must sign and attach their copy of identification card or government identification card with certified true copy.
- In the 2022 Annual General Meeting, if shareholders are unable to attend the Meeting by themselves, shareholders may give proxy to one person as shareholders' purpose or give proxy to one of the Company's Independent Director to vote.
- Any shareholders who wish to give proxy to the Company's Independent Director, please submit provided Proxy Form and complete signature as above regulations to Company Secretary together with concerned documents by sending to the Company 2 days prior to the date of Meeting.
- Any proxy who wishes to attend the Meeting must present identification card / government identification card / passport (for foreigners) of proxy for the registration.

**In case shareholders are pass away:**

The executor must attend the Meeting by him/herself or give proxy to others. The writ document of executor appointment which is signed by authorized signatory within 6 months before the date of the Meeting must be presented.

**In case shareholders are minor:**

Father – Mother or legal guardian must attend the Meeting by him/herself or give proxy to others. A copy of house registration of shareholders who are minor must be presented.

**In case that shareholders are legal incompetent or incapable:**

Curator or defender must attend the Meeting by him/herself or give proxy to others. The writ document of curator or defender appointment which is signed by authorized signatory within 6 months before the date of the Meeting must be presented.

**3. Meeting Attendance Registration**

The Company will open the registration not less than 2 hours before the Meeting time or from 11.00 hrs onwards at the Meeting venue as attached with this invitation letter.

## **Voting in the Shareholders' Meeting, Vote Counting and Voting Result General Agenda**

1. Voting in each agenda will disclose by counting 1 vote per 1 share. Shareholders or proxy must do only one vote from approve, disapprove or abstain. 1 vote is unable to be divided.
2. In case of proxy
  - 2.1 Proxy must vote only as indicated by the proxy grantor in proxy letter. Any vote of proxy is not in line with indicated in the proxy letter, that vote will be considered incorrect and not considered voting of shareholder.
  - 2.2 If proxy does not indicate purpose of voting in any agenda in proxy letter or indicate unclearly or in case that the Meeting considers or resolves in any other matters besides matter indicated in proxy letter as well as the case of changing or raising any other facts, proxy has the right to consider and vote as deems appropriate.

### **Agenda of Election of Director**

Although the election of director is voting by ballots, shareholders may need to discuss some directors before voting and may feel uncomfortable to discuss in front of those directors. Therefore, in the election of each director, Chairman will ask the Meeting if any person needs discussion before voting.

If any Chairman will ask that director to temporary leave the meeting room until the election is completed.

If none Chairman will allow that director to participate the Meeting and ensure the Meeting continues.

Regarding the agenda of election of director as Article of Association No.42, in the Shareholders' Meeting, all shareholders have 1 vote for 1 share. In case that shareholders have interest in any matters, shareholder will not have right to vote that matter except voting for election of director.

### **Guidelines for election in each agenda**

Chairman of the Meeting will explain details of voting method to the Meeting. Guidelines are as follows;

1. Chairman of the Meeting will propose shareholders to consider and vote in each agenda. There will be opinion inquiry from the Meeting which shareholder disapproves or abstained.
2. In case shareholders disapproved or abstained, shareholder or proxy must raise their hand. The rest of shareholders are considered approved without raising their hands. Shareholder or proxy can vote only one or the other.

### **Resolution of the Shareholders' Meeting must consist of votes as follows;**

- Regular Case Regard as majority vote of shareholders attending the Meeting and resolve the Meeting.
- Other Cases Law or Article of Association determines them to be different than regular cases. Resolution of the Meeting will be in accordance with law or that regulation determines. Chairman of the Meeting will notify shareholders in the Meeting before voting in each agenda.
  1. If votes are equal, Chairman of the Meeting will add one vote to be casting vote.
  2. Any shareholders who have interest in any matter are not allowed to vote in that resolution except voting for election of director and Chairman of the Meeting may ask shareholders or proxy of shareholders who have interest to temporary leave the Meeting.

**Vote Counting and Vote Notification**

The chairman of the meeting will explain the voting method to the meeting prior to the commencement of the meeting agenda. The company will count the votes for each agenda from the voting of shareholders or proxies who attend the meeting and (have the right) vote. And will inform the voting results to the meeting in every agenda before the end of the meeting.

## Preliminary information on the directors whose terms are due and are nominated for re-election



<b>Name - Surname</b>	: Mr. Kanwath Aran	
<b>Type of director</b>	: Audit Committee, Committee, Nomination and Remuneration Committee, Independent Director	
<b>Ages</b>	: 55 Years	
<b>Nationality</b>	: Thai	
<b>Educational background</b>	: Master of Laws in Business Law, Ramkhamhaeng University Master of Business Administration (Organization Management), Sripatum University	
<b>Director Training Program</b>	: Certificate of Director Accreditation Program (DAP), Class of 78/2009	
<b>Work experience</b>		
2016 – present	Director	President Automobile Industries Public Company Limited / Auto Air Conditioning Part Industry
2015 – present	Audit Committee, Nomination and Remuneration Committee	Sonic Interfreight Public Company Limited / Logistics
2012 – present	Director	K and Partner Company Limited /Lawyer and Business Consultant
2009 – present	Director	Chow Steel Industries Public Company Limited / Steel Industry
2019 – 2020	Director	Siamnuwat Company Limited / Real Estate
2015 – 2020	Director	Triple T Consult Company Limited / Legal Consultant
<b>Current position</b>	: Audit Committee, Nomination and Remuneration Committee Sonic Interfreight Public Company Limited / Logistics	
<b>Shareholding Proportion (%)</b>	: None	
<b>Family relationship with management or major shareholder:</b>	None	
<b>History of work</b>		
<b>Position as a director / executive in the business</b>		
(A) Number of companies holding non-listed companies		
Director	K and Partner Company Limited	
(B) Name of listed company		
(other)		
Audit Committee	Chow Steel Industries Public Company Limited	

Director

President Automobile Industries Public Company Limited

(C) Specify the name of the business type in the event that it may cause a conflict of interest: None

**Number of years in the position** : 6 years ( 2015- present) (Appointed as a director on 11 November 2015)

**Direct and indirect interests in any business in which the company or subsidiary is a party** : None

**Meeting attendance in 2021** : 4/4

**Forbidden properties** There is no record of criminal offense in the offense. Property Which was done dishonestly





<b>Name - Surname</b>	: Mr. Rattawat Suksaichon	
<b>Type of director</b>	: Audit Committee And Independent Director	
<b>Ages</b>	: 64 Years	
<b>Nationality</b>	: Thai	
<b>Educational background</b>	: Bachelor of Law Thammasat University	
<b>Director Training Program</b>	: Advanced Master of Management Program (NIDA) Class of No.1 : Certificate of Strategy CFO in Capital Markets Program 2558 : Certificate of Director Accreditation Program (DAP)77/2552 : Certificate of Financial Statement for Directors (FSD) 6/2552 : Certificate of Director Certification Program (DCP) 128/2553 : Certificate of Successful Formulation & Execution of Strategy (SFE) 13/2554 : Certificate of Role of the Compensation Committee (RCC) 15/2555 : Certificate of Role of the Nomination and Governance committee (RNG) 3/2555	
<b>Work experience</b>		
2019 - Present	Audit Committee And Independent	Sonic Interfreight Public Company Limited
	Director	/ Logistics
2018 - Present	Company director	Pinthong Industrial Park Company Limited
2017 - Present	Nomination and Remuneration Committee	Sanko Diecasting (Thailand) Public Company Limited
2016 - Present	Chief Executive Officer	Sanko Diecasting (Thailand) Public Company Limited
2016 - Present	Executive Committee	Sanko Diecasting (Thailand) Public Company Limited
2001 - Present	Company director	Sanko Diecasting (Thailand) Public Company Limited
2001 – 2016	Deputy Chief Executive Officer	Sanko Diecasting (Thailand) Public Company Limited
<b>Current position</b>	: Audit Committee And Independent Director Sonic Interfreight Public Company Limited	
<b>Shareholding Proportion (%)</b>	: None	
<b>Family relationship with management or major shareholder:</b>	None	
<b>History of work</b>		
<b>Position as a director / executive in the business</b>		
(A)	Number of companies holding non-listed companies	

Company director Pinthong Industrial Park Company Limited

(B) Name of listed company

(other)

Nomination and Remuneration Sanko Diecasting (Thailand) Public Company Limited

Committee

Executive Committee Sanko Diecasting (Thailand) Public Company Limited

Company director Sanko Diecasting (Thailand) Public Company Limited

Chief Executive Officer Sanko Diecasting (Thailand) Public Company Limited

Deputy Chief Executive Officer Sanko Diecasting (Thailand) Public Company Limited

(C) Specify the name of the business type in the event that it may cause a conflict of interest : None

**Number of years in the position** : 2 months (2019 - Present) (Appointed as a director on 8 November 2019)

**Direct and indirect interests in any business in which the company or subsidiary is a party** : None

**Meeting attendance in 2021** : 4/4

**Forbidden properties** There is no record of criminal offense in the offense. Property Which was done dishonestly



**Name - Surname** : **Mr. Ranut Lieolertsakulchai**  
**Type of director** : Director  
**Ages** : 48 Years  
**Nationality** : Thai  
**Educational background** : Bachelor of Arts in Mass Communication, Ramkhamhaeng University  
**Director Training Program** : Certificate of Director Accreditation Program (DAP), Class of 131 /2016  
: Certificate of Customs Specialist No.1490  
: Certificate of Executive Micro MBA in Action 4.0  
: Certificate of Finance for Non-Finance Program, Class of 3  
: Certificate of Operation Supply Chain Management  
: Certificate of Occupational Standards and Logistics Professional Standard, Class of 4  
: Certificate of Digital Economy for Management (DE4M) Class of No.11

**Work experience**

2021 – Present	General manager	Sonic Interfreight Public Co., Ltd.
2016 – Present	Director	Sonic Interfreight Public Co., Ltd./ Logistics
2016 – 2021	General manager	Grand Link Logistics Co., Ltd.
2012 – 2015	General manager	Genesis Logistics Co., Ltd./ Logistics

**Current position** : Director  
Sonic Interfreight Public Co., Ltd.

**Shareholding Proportion (%)** : 3.54

**Family relationship with management or major shareholder:** None

**History of work**

**Position as a director / executive in the business**

- (A) Number of companies holding non-listed companies  
- No tenure -  
Name of listed company
- (B) (other)  
- No tenure -
- (C) Specify the name of the business type in the event that it may cause a conflict of interest : None

**Number of years in the position** : 5 Years (2016 - Present) (Appointed as a director on 26 April 2016)

**Direct and indirect interests in any business in which the company or subsidiary is a party** : None

**Meeting attendance in 2021** : 4/4

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done dishonestly

**Definition and Qualifications of Independent Director**

Independent Director must be qualified relevant to independence as established by the Company and in accordance with guidelines in Notification of Capital Market Supervisory Board which are;

- 1) Hold share not more than 1% of total shares with voting rights of the Company, its parent company, subsidiary, associate company, major shareholder or the controlling person. Accordingly, any shares held by related person with independent director will be included.
- 2) Neither being nor used to be Executive Director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company subsidiary, associate company, same level subsidiary, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of filling an application with the Stock Exchange of Thailand. Such prohibited characteristics will exclude the case where the independent directors used to be a government official or advisor of a government agency which is major shareholder or controlling person of the applicant;
- 3) Not being a person related by blood or legal registration as father, mother, spouse, sibling and child as well as spouse of child, executive, major shareholder, controlling person or nominated person to be director, executive or controlling person of the Company or its subsidiary.
- 4) Not having or having had a business relationship with the applicant, its parent company, subsidiary, associate company, major shareholder or controlling persons in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or the controlling person of any person having a business relationship with the applicant, its parent company, subsidiary, associate company, major shareholder or controlling person, unless such foregoing relationships have ended for at least 2 years prior to the date of filing the application with the Stock Exchange Of Thailand. The business relationship under Paragraph 1 shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the applicant or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the applicant or from 20 Million Baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of 1 year to the date of establishing the business relationship with the related person.
- 5) Not being or having been an auditor of the applicant, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the audit firm which employs the auditor of the applicant, its parent company, subsidiary, associate company, majority shareholder, or controlling person, unless the foregoing relationship has ended for not less than 2 years prior to the date of filing the application with the Stock Exchange of Thailand.

- 6) Not being or having been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than two million baht per year by the applicant, its parent company, subsidiary, associated company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of such provider of professional services, unless the foregoing relationship has ended for not less than 2 years prior to the date of filing the application with the Stock Exchange of Thailand.
- 7) Not being a director who is appointed as the representative of directors of the applicant, major shareholder, or shareholder who is a connected person of a majority shareholder.
- 8) Not undertaking any business of the same nature and in significant competition with the business of the applicant or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, staff, advisor earning regular monthly salary, or holding more than 1% of the voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the applicant or its subsidiary.
- 9) Not having any other characteristics that cause the inability to express independent opinions on the business operation of the applicant.

After the appointment to be Independent Director who is completely qualified No. 1) to No. 9), Independent Director might be assigned by the Board of Director to make a decision on business operation of the Company, Parent Company, subsidiary, associate company, major shareholder or the controlling person by being able to make a decision in the format of collective decision.

## Profiles of independent directors for proxies from shareholders

<b>Name - Surname</b>	: <b>Assoc. Prof. Kalyaporn Panmarerng</b>	
<b>Type of director</b>	: Independent Director Chairman of Audit Committee/ Nomination and Remuneration Committee	
<b>Ages</b>	: 69 years	
<b>Nationality</b>	: Thai	
<b>Educational background</b>	: Master of Business Administration, National Institute of Development Administration Bachelor of Accounting, Bangkok University	
<b>Director Training Program</b>	: Certificate of Director Accreditation Program (DAP), Class of 28/2004 : Certificate of Audit Committee Program (ACP) Class of 19/2006 : Certificate of Certificate Visiting Colleague Program, University of Hawaii at Manao, USA : Certificate of Top University Executive Program (Class of 8) Ministry of University Affairs	
<b>Work experience</b>		
2020 – Present	Chairman of the Audit Committee Member of the Nomination and Remuneration Committee And independent director	Y.S.S. (Thailand) Co., Ltd.
2019 – Present	Audit Committee, Chairman of Nomination and Remuneration Committee	Sonic Interfreight Public Company Limited / Logistics of
2017 – Present	Vice-Chancellor for Planning and Quality of Insurance	Sripatum University / Education
2016 – Present	Independent Director Chairman of the Audit Committee, Chairman of the Risk Management Committee And Chairman of the Nomination and Remuneration Committee	President Automobile Industries Public Company Limited / Auto Air Conditioning Part Industry
2015 – Present	Independent Director, Chairman of Audit Committee Chairman of Nomination and Remuneration Committee	Sonic Interfreight Public Company Limited / Logistics
2009 – Present	Independent Director, Chairman Audit Committee Chairman Risk Management Committee And Member of the Nomination and Remuneration Committee	Chow Steel Industries Public Company Limited / Steel Industry
2004 – Present	Finance Committee and Treasurer	Thailand Ethanol Biodiesel Club / Foundation
2002 – Present	Internal Control Auditor	Office of the Higher Education Commission / Education
1999 – 2017	Assistant to President for Planning and Quality Assurance	Sripatum University / Education

**Shareholding Proportion (%)** : Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee  
Sonic Interfreight Public Company Limited

**Company shareholding** : None

**Family relationship with management or major shareholder:** None

## History of work

### Position as a director / executive in the business

- (A) Number of companies holding non-listed companies  
Director Y.S.S (THAILAND) Company Limited.
- (B) Name of listed company  
(other)  
Chairman of the Audit Committee Member of the  
Nomination and Remuneration Committee And the Chairman of  
the Risk Management Committee  
Director President Automobile Industries Public Company Limited
- (C) Specify the name of the business type in the event that it may cause a conflict of interest: None

**Number of years in the position** : 6 Years (2015 - Present) (Appointed as a director on 11 November 2015)

**Direct and indirect interests in any business in which the company or subsidiary is a party** : None

**Meeting attendance in 2021** : 4/4

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done dishonestly

**Name - Surname** : Mr. Kanwath Aran

**Type of director** : Audit Committee, Committee, Nomination and Remuneration Committee, Independent Director

**Ages** : 55 Years

**Nationality** : Thai

**Educational background** : Master of Laws in Business Law, Ramkhamhaeng University  
Master of Business Administration (Organization Management), Sripatum University

**Director Training Program** : Certificate of Director Accreditation Program (DAP), Class of 78/2009

**Work experience**

2016 – present	Director	President Automobile Industries Public Company Limited / Auto Air Conditioning Part Industry
2015 – present	Audit Committee, Nomination and Remuneration Committee	Sonic Interfreight Public Company Limited / Logistics
2012 – present	Director	K and Partner Company Limited / Lawyer and Business Consultant
2009 – present	Director	Chow Steel Industries Public Company Limited / Steel Industry
2019 – 2020	Director	Siamnuwat Company Limited / Real Estate
2015 – 2020	Director	Triple T Consult Company Limited / Legal Consultant

**Current position** : Audit Committee, Nomination and Remuneration Committee  
Sonic Interfreight Public Company Limited / Logistics

**Shareholding Proportion (%)** : None

**Family relationship with management or major shareholder:** None

**History of work**

**Position as a director / executive in the business**

(A) Number of companies holding non-listed companies  
Director K and Partner Company Limited

(B) Name of listed company  
(other)  
Audit Committee Chow Steel Industries Public Company Limited  
Director President Automobile Industries Public Company Limited

(C) Specify the name of the business type in the event that it may cause a conflict of interest: None

**Number of years in the position** : 6 years ( 2015- present) (Appointed as a director on 11 November 2015)

**Direct and indirect interests in any business in which the company or subsidiary is a party** : None

**Meeting attendance in 2021** : 4/4

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done dishonestly



<b>Name - Surname</b>	: Mr. Rattawat Suksaichon
<b>Type of director</b>	: Audit Committee And Independent Director
<b>Ages</b>	: 64 Years
<b>Nationality</b>	: Thai
<b>Educational background</b>	: Bachelor of Law Thammasat University
<b>Director Training Program</b>	: Advanced Master of Management Program (NIDA) Class of No.1 : Certificate of Strategy CFO in Capital Markets Program 2558 : Certificate of Director Accreditation Program (DAP)77/2552 : Certificate of Financial Statement for Directors (FSD) 6/2552 : Certificate of Director Certification Program (DCP) 128/2553 : Certificate of Successful Formulation & Execution of Strategy (SFE) 13/2554 : Certificate of Role of the Compensation Committee (RCC) 15/2555 : Certificate of Role of the Nomination and Governance committee (RNG) 3/2555
<b>Work experience</b>	
2019 - Present	Audit Committee And Independent Director Sonic Interfreight Public Company Limited
2018 - Present	Director Company director Pinthong Industrial Park Company Limited
2017 - Present	Nomination and Remuneration Committee Sanko Diecasting (Thailand) Public Company Limited
2016 - Present	Chief Executive Officer Sanko Diecasting (Thailand) Public Company Limited
2016 - Present	Executive Committee Sanko Diecasting (Thailand) Public Company Limited
2001 - Present	Company director Sanko Diecasting (Thailand) Public Company Limited
2001 – 2016	Deputy Chief Executive Officer Sanko Diecasting (Thailand) Public Company Limited
<b>Current position</b>	: Audit Committee And Independent Director Sonic Interfreight Public Company Limited

**Shareholding Proportion (%)** : None

**Family relationship with management or major shareholder:** None

## History of work

**Position as a director / executive in the business**

(A) Number of companies holding non-listed companies

Company director Pinthong Industrial Park Company Limited

(B) Name of listed company

(other)

Nomination and Remuneration Sanko Diecasting (Thailand) Public Company Limited

Committee

Executive Committee                      Sanko Diecasting (Thailand) Public Company Limited

Company director Sanko Diecasting (Thailand ) Public Company Limited

Chief Executive Officer      Sanko Diecasting (Thailand) Public Company Limited

(C) Specify the name of the business type in the event that it may cause a conflict of interest : None

**Number of years in the position** : 2 months (2019 - Present) (Appointed as a director on 8 November 2019)

**Direct and indirect interests in** : None

**any business in which the  
company or subsidiary is a  
party**

**Meeting attendance in 2021** : 4/4

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done  
dishonestly



แบบหนังสือมอบฉันทะ แบบ ก.

Proxy Form A

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)  
(General Form)

เขียนที่.....  
Written At

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

1. ข้าพเจ้า..... สัญชาติ.....  
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
Address Road Sub-District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
District Province Zip Code

2. เป็นผู้ถือหุ้นของ บริษัท โซนิค อินเตอร์เฟรท จำกัด (มหาชน)  
Being a shareholder of **Sonic Interfreight Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
Holding the total amounting of shares and the voting right equals to votes as follows:  
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนเสียงได้เท่ากับ.....เสียง  
Ordinary share shares equals to voting right votes

3. ขอมอบฉันทะให้  
Hereby appoint

(1).....อายุ.....ปี อยู่บ้านเลขที่.....  
Age Address

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Sub-District District

จังหวัด.....รหัสไปรษณีย์.....หรือ.....  
Province Zip Code : or,

(2) ☐ มอบฉันทะให้กรรมการอิสระ รศ. กัลยากรณ์ ปานมะเร็ง อายุ 69 ปี  
อยู่บ้านเลขที่ 111/107 หมู่บ้านลัดดาวัลย์ ซอย สุขุมวิท 5 ซอย 27 ถนน สุขุมวิท  
แขวง คลองถนน เขต สายไหม จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10220  
(มีส่วนได้ส่วนเสียในวาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการบริษัท สำหรับรอบปีบัญชี 2565 / ไม่มีส่วนได้เสีย  
พิเศษที่แตกต่างจากกรรมการคนอื่น ในทวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2565)

Assign a proxy to the Independent Director, Assoc.Prof.Kalyaporn Pan-ma-rereng Age 69  
years Address at No. 111/107 Laddarom Soi Sukhaphiban 5 Soi 27, Sukhaphiban Road, Khlong Thanon Sub-  
District, Sai Mai District, Bangkok 10220  
(Having interest in Agenda 6 : To consider and approve the directors' remuneration for the fiscal year 2022./  
There is no special interest different from other Directors in every agenda proposed at 2022 Annual General  
Meeting of Shareholders)

(3) ☐ มอบฉันทะให้กรรมการอิสระ นายกณวรรณ อรัญ อายุ 55 ปี  
อยู่บ้านเลขที่ 140 ซอย ประชาอุทิศ 45 ถนน - แขวง บางมด  
เขต ทุ่งครุ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10140  
(มีส่วนได้ส่วนเสียในวาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการบริษัท สำหรับรอบปีบัญชี 2565 / ไม่มีส่วนได้เสีย  
พิเศษที่แตกต่างจากกรรมการคนอื่น ในทวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2565)

Assign a proxy to the Independent Director, Mr.Kanawath Aran Age 55 years Address at  
No. 140 Soi Pracha Uthit 45, - Road, Bang Mot Sub-District, Thung Khru District, Bangkok 10140  
(Having interest in Agenda 6 : To consider and approve the directors' remuneration for the fiscal year 2022./

There is no special interest different from other Directors in every agenda proposed at 2022 Annual General Meeting of Shareholders)

(4) ☐ มอบฉันทะให้กรรมการอิสระ นายรัฐวัฒน์ สุขสายชล อายุ 64 ปี  
อยู่บ้านเลขที่ 89/121 ซอย - ถนน วัชรพล แขวง คลองถนน  
เขต สายไหม จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10220  
(มีส่วนได้ส่วนเสียในวาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการบริษัท สำหรับรอบปีบัญชี 2565 / ไม่มีส่วนได้เสีย  
พิเศษที่แตกต่างจากกรรมการคนอื่น ๆ ในทกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2565)

Assign a proxy to the Independent Director, Mr.Rattawat Suksaichol Age 64 years  
Address at No. 89/121 Soi -, Watcharapol Road, Khlong Thanon Sub-District, Sai Mai District, Bangkok 10220  
(Having interest in Agenda 6 : To consider and approve the directors' remuneration for the fiscal year 2022 ./  
There is no special interest different from other Directors in every agenda proposed at 2022 Annual General  
Meeting of Shareholders)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าใน  
การประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันที่ 27 เมษายน 2565 เริ่มประชุมเวลา 14.00 น. ณ โรงแรมชาเทรียม  
เรสซิเดนซ์ กรุงเทพ สาทร์ เลขที่ 291 ซอยนราธิวาสราชนครินทร์ 24 ถนนสาทรตัดใหม่ แขวงช่องนนทรี เขตยานนาวา  
กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2022 Annual General Meeting  
Shareholders to be held **on 27 April 2022 at 2:00 PM.** at Chatrium Residence Bangkok Sathon, No. 291, Soi  
Naradhiwas Rajanagarindra 24, New Sathon Road, Chong Nonsi Sub-District, Yan Nawa District, Bangkok,  
10120 Thailand or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
I/We shall be fully liable for any action taken by the proxy holder at the meeting.

ลงชื่อ.....ผู้มอบฉันทะ  
Signature Proxy Grantor  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

**หมายเหตุ** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออก  
เสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนน  
เสียงได้

**Remarks** A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A  
shareholder may not appoint more than one proxy holder, each with the voting right in respect  
of a certain portion shares.

ติดอากร  
แสตมป์  
20 บาท  
Duty  
Stamp  
20 Baht

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

เขียนที่.....  
Written At

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

1. ข้าพเจ้า..... สัญชาติ.....  
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
Address Road Sub-District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
District Province Zip Code

2. เป็นผู้ถือหุ้นของ บริษัท โซนิค อินเตอร์เฟรท จำกัด (มหาชน)  
Being a shareholder of **Sonic Interfreight Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
Holding the total amounting of shares and the voting right equals to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนเสียงได้เท่ากับ.....เสียง  
Ordinary share shares equals to voting right votes

3. ขอมอบฉันทะให้  
Hereby appoint

(1).....อายุ.....ปี อยู่บ้านเลขที่.....  
Age Address

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Sub-District District  
จังหวัด.....รหัสไปรษณีย์.....หรือ  
Province Zip Code : or,

(2) ☐ มอบฉันทะให้กรรมการอิสระ รศ. กัลยากรณ์ ปานมะเร็ง อายุ 69 ปี

อยู่บ้านเลขที่ 111/107 หมู่บ้านลัดดาวัลย์ ซอย.....สุขาภิบาล 5 ซอย 27 ถนน.....สุขาภิบาล.....  
แขวง.....คลองถนน.....เขต.....สายไหม.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์ 10220  
(มีส่วนได้ส่วนเสียในวาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการบริษัท สำหรับรอบปีบัญชี 2565 / ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่น ในทวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2565)

Assign a proxy to the Independent Director, Assoc.Prof.Kalyaporn Pan-ma-rereng..... Age 69 years Address at No. 111/107 Laddarom Soi Sukhaphiban 5 Soi 27, Sukhaphiban Road, Khlong Thanon Sub-District, Sai Mai District, Bangkok 10220  
(Having interest in Agenda 6 : To consider and approve the directors' remuneration for the fiscal year 2022./ There is no special interest different from other Directors in every agenda proposed at 2022 Annual General Meeting of Shareholders)

(3) ☐ มอบฉันทะให้กรรมการอิสระ นายกณวรรณ อรัญ อายุ 55 ปี

อยู่บ้านเลขที่ 140 ซอย.....ประชาอุทิศ 45 ถนน.....-.....แขวง.....บางมด.....  
เขต.....ทุ่งครุ.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์ 10140  
(มีส่วนได้ส่วนเสียในวาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการบริษัท สำหรับรอบปีบัญชี 2565 / ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่น ในทวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2565)

Assign a proxy to the Independent Director, Mr.Kanawath Aran Age 55 years Address at No. 140 Soi Pracha Uthit 45, - Road, Bang Mot Sub-District, Thung Khru District, Bangkok 10140  
(Having interest in Agenda 6 : To consider and approve the directors' remuneration for the fiscal year 2022./ There is no special interest different from other Directors in every agenda proposed at 2022 Annual General Meeting of Shareholders)

(4) ☐ มอบฉันทะให้กรรมการอิสระ นายรัฐวัฒน์ ศุขสายชล อายุ 64 ปี  
อยู่บ้านเลขที่ 89/121 ซอย - ถนน วัชรพล แขวง คลองถนน  
เขต สายไหม จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10220  
(มีส่วนได้ส่วนเสียในวาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการบริษัท สำหรับรอบปีบัญชี 2565 / ไม่มีส่วนได้เสีย  
พิเศษที่แตกต่างจากกรรมการคนอื่นในทวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2565

Assign a proxy to the Independent Director, Mr.Rattawat Suksaichol Age 64 years  
Address at No. 89/121 Soi -, Watcharapol Road, Khlong Thanon Sub-District, Sai Mai District, Bangkok 10220  
(Having interest in Agenda 6 : To consider and approve the directors' remuneration for the fiscal year 2022./  
There is no special interest different from other Directors in every agenda proposed at 2022 Annual General  
Meeting of Shareholders)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าใน  
การประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันที่ 27 เมษายน 2565 เริ่มประชุมเวลา 14.00 น. ณ โรงแรมชาเทรียม  
เรสซิเดนซ์ กรุงเทพ สาทร เลขที่ 291 ซอยนราธิวาสราชนครินทร์ 24 ถนนสาทรตัดใหม่ แขวงช่องนนทรี เขตยานนาวา  
กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2022 Annual General Meeting  
Shareholders to be held on 27 April 2022 at 2:00 PM. at Chatrium Residence Sathon Bangkok 291 Soi  
Naradhiwas Rajanagarindra 24, New Sathon Road, Chong Nonsi Sub-District, Yan Nawa District, Bangkok 10120  
Thailand or on the date and at the place as may be postponed or changed.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote for each agenda item as follows:

- ☐ **วาระที่ 1** พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564  
**Agenda 1** To certify the Minutes of the 2021 Annual General Meeting of Shareholders
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain
- ☐ **วาระที่ 2** พิจารณารับทราบรายงานเกี่ยวกับผลการดำเนินงานของบริษัทในรอบปี 2564  
และรายงานประจำปีของคณะกรรมการบริษัท  
**Agenda 2** To acknowledge the 2021 operating results and the annual report of the Board of Directors  
รับทราบเท่านั้น / ไม่มีการลงมติ  
Only acknowledgement / No Vote
- ☐ **วาระที่ 3** พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จสำหรับ  
รอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2564 ซึ่งผ่านการตรวจสอบจากผู้สอบ  
บัญชีรับอนุญาต  
**Agenda 3** To consider and approve the Statement of Financial Position and  
Statement of Comprehensive Income for the period fiscal year ended  
31st December 2021 audited by a certified public accountant.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

- ☐ **วาระที่ 4** พิจารณาและอนุมัติจัดสรรเงินกำไรเพื่อเป็นเงินทุนสำรองตามกฎหมายและการจ่ายเงินปันผลสำหรับผลการดำเนินงานในปีที่ผ่านมา สิ้นสุด ณ วันที่ 31 ธันวาคม 2564

**Agenda 4** To consider and approve the allocation of profits for legal reserve funds and the payment of dividends for the operating results of the past year ended 31<sup>st</sup> December 2021.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

- ☐ **วาระที่ 5** พิจารณาและอนุมัติเลือกตั้งกรรมการบริษัทแทนกรรมการที่ออกจากตำแหน่งตามวาระ

**Agenda 5** To consider and approve the election of company directors in place of those who are retire by rotation.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล  
Vote for an individual nominee.

**1. นายกณวรรณ อรัญ**  
Mr. Kanwath Aran

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

**2. นายรัฐวัฒน์ สุขสายชล**  
Mr. Rattawat Suksaichon

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

**3. นายรณัท เลี้ยวเลิศสกุลชัย**  
Mr. Ranut Lieolertsakulchai

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

- ☐ **วาระที่ 6** พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2565  
**Agenda 6 To consider the remuneration of directors for the year 2022.**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain
- ☐ **วาระที่ 7** พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2565  
**Agenda 7 To consider and approve the appointment of auditors and the audit fee for the year 2022.**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain
- ☐ **วาระที่ 8** เรื่องพิจารณาเรื่องอื่นๆ (ถ้ามี)  
**Agenda 8 To consider any other business (if any)**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in an agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any activities undertaken by the proxy during the meeting, unless the proxy votes against what I have specified in this authorization form, is to be considered that I have acted of my own accord in all instances.

ลงชื่อ.....ผู้มอบฉันทะ  
Signature Proxy Grantor  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

**หมายเหตุ**

**Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ  
In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Attachment Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท โซนิค อินเตอร์เฟรท จำกัด (มหาชน)

The Proxy of the shareholder of **Sonic Interfreight Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันที่ 27 เมษายน 2565 เริ่มประชุมเวลา 14.00 น. ณ โรงแรมชาเทรียม เรสซิเดนซ์ กรุงเทพ สาทร เลขที่ 291 ซอยนราธิวาสราชนครินทร์ 24 ถนนสาทรใต้ใหม่ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the 2022 Annual General Meeting of Shareholders to be held on 27 April 2022, at 2:00 PM. at Chatrium Residence Sathon Bangkok 291 Soi Naradhiwas Rajanagarindra 24, New Sathon Road, Chong Nonsi Sub-District, Yan Nawa District, Bangkok 10120 Thailand or on the date and at the place as may be postponed or changed.

☐ วาระที่ : ..... เรื่อง : .....  
Agenda : ..... Subject : .....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ : ..... เรื่อง : .....  
Agenda : ..... Subject : .....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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Approve Disapprove Abstain

☐ วาระที่ : ..... เรื่อง : .....  
Agenda : ..... Subject : .....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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(b) The proxy holder shall vote according to the shareholder's requirement as follows.

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Approve Disapprove Abstain

☐ วาระที่ : ..... เรื่อง : .....  
Agenda : ..... Subject : .....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.

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(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ : ..... เรื่อง : เลือกตั้งกรรมการ (ต่อ)  
Agenda : ..... Subject : To approve the appointment of directors (Con't)

ชื่อกรรมการ.....  
Directors Name

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
Approve                      Disapprove                      Abstain

ชื่อกรรมการ.....  
Directors Name

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
Approve                      Disapprove                      Abstain

ชื่อกรรมการ.....  
Directors Name

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
Approve                      Disapprove                      Abstain

ชื่อกรรมการ.....  
Directors Name

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
Approve                      Disapprove                      Abstain

ลงชื่อ.....ผู้มอบฉันทะ  
Signature                      Proxy Grantor  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature                      Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature                      Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature                      Proxy Holder  
(.....)

**Article of Association which concerns the Shareholders' Meeting**

**Sonic Interfreight Public Company Limited**

**Section 3**

**Director and Director Authority**

No 15. The company has a committee, the committee consists of at least five (5) members and the board of directors shall elect one among themselves to be the chairman and may choose the vice-chairman as well.

However, not less than half of the total number of directors must reside in the Kingdom.

No 16. Directors of the company do not need to be a shareholder of the company.

No 17. The shareholders meeting shall elect the directors in accordance with the following rules and procedures.

(1) One shareholder has the a number of votes equal to the number of shares he holds.

(2) Each shareholder may use their votes to elect one or multiple persons to be a director. In the event that multiple persons are to be elected as directors, the shareholders may not include their votes.

(3) The persons receiving the most votes in descending order shall be elected as directors equal to the number of directors required or to be elected at that time. In the event that persons receiving votes in respective orders receive equal votes and the number of directors to be exceeded or to be elected at that time, the chairman shall have a casting vote.

No. 18 In every Annual General Meeting, Directors must quit the position at least one third. If number of directors is unable to divide by three, number of resign must be nearest to one third.

Directors who have to quit the position in their first year and second year after the company registration, there must be a drawing to select only one director. For the next years, the Directors who hold longest position will leave the position and may still be re-election.

No 19. In addition to vacating office at the expiration of a term, the directors may vacate the office when

(1)Deceased

(2)Resignation

(3) Lacking qualifications or being under a prohibition under the law on public limited companies.

(4) The meeting of shareholders resolved to issue.

(5) The court issues an order

No 20. Any director who may resign must submit a resignation letter to the company resignation is effective from The date the resignation letter reaches the company.

The resignation of a director under paragraph one shall notify the registrar of his/her resignation. Public Company Limited, must also be informed.

No 21. In the case that the position of the director is vacant for reasons other than the expiration of the term the committee may select persons with suitable qualifications and has no prohibited characteristics according to law of public limited companies to replace them in the next committee meeting unless the remaining term of the directors is less than two (2) months

The person who is appointed as a director instead will only be in the position of director for the term remaining of the directors he replaces

The resolution of the committee under paragraph one must consist of votes of no less than three-quarters (3/4) of the number of remaining directors.

No.34 Director Compensation and Remuneration depend on the Shareholders' Meeting

Directors have the right to receive remuneration from the Company in term of monthly salary, reward, meeting attendance fee, pension, bonus or other compensations as the regulation or the Shareholders' Meeting considers which may determine definite amount or be as principle or be effective until further notice. Besides, Directors will receive allowance and other welfares as the Company's regulations.

Message in previous section does not affect right of the Company's employees and staffs who were elected to be Directors in term of receiving remuneration and benefits as the Company's employees and staffs.

Remuneration payment in section 1 and section 2 must not be in conflict with qualifications of Directors who are independent as required by Securities and Exchange Law.

## **Section 4**

### **The Shareholders' Meeting**

- No. 35 The Shareholders' Meeting must be held at Head Office of the Company or nearby province or any places within Kingdom of Thailand as determined by the Board of Directors.
- No. 36 The Shareholders' Meeting must be held at least once a year. This meeting is called "Ordinary Meeting". The Ordinary Meeting must be held within 4 months after end of the Company's fiscal year.

Other Shareholders' Meeting is called "Extraordinary Meeting".

The Board of Directors shall require the Extraordinary Meeting whenever as deemed appropriate or when one shareholder or more which have combining shares not less than 10% of total sellable shares submit a joint letter to request the Board of Director to call for a Shareholders' Meeting. On the request letter, subject and reason must be indicated clearly. In this case, The Board of Directors must set a meeting within 45 days from the date on which such a request has been received.

In case that the Board of Directors shall not set a meeting within 45 days from the date on which such a request letter from shareholders has been received, the shareholders who submitted joint letter or other shareholders who can combine shares as required shall be able to call for a meeting within 45 days from the due date. In this case, it is considered the Shareholders' Meeting which the Board of Directors call for and the Company must be responsible for necessary expenses and facilitate as deemed appropriate.

In the event that the Shareholders' Meeting which shareholders call for the meeting as last paragraph and it does not reach a quorum as required in the regulation, Shareholders in last paragraph shall jointly response the expenses which cause from setting the meeting to the Company.

- No. 37 In calling for the Shareholders' Meeting, the Board of Directors prepares invitation letter which indicates venue of meeting, date, time, meeting agenda and matters to be presented to the Meeting with appropriate details by indicating clearly whether it is to be presented for acknowledgement, approval or consideration as well as Director's opinion in those matters. Invitation must be sent to shareholders and registrar of Public Company Limited no less than 7 days prior to the Meeting. The Company publishes the letter of invitation to the Shareholders' Meeting in the newspaper at least 3 days prior to the Meeting for 3 consecutive days.
- No. 38 In the Shareholders' Meeting, there must be shareholders and proxies (if any) no less than 25 members or not less than half of total shareholders with total shares held not less than one-third of total amount of issued shares to have a quorum. In the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum, if such meeting of shareholders was called as a result of a request by the shareholders, the meeting will be called once again and the notice calling such meeting will be delivered to shareholders no less than 7 days prior to the date of meeting. In the subsequent meeting, a quorum is not required.
- No. 39 In the Shareholders' Meeting, shareholders shall give proxy to others to attend the meeting and vote on behalf of them. Giving proxy must be letter with signature of proxy grantor and followed the form which set by the registrar of Public Company Limited. Proxy letter shall be

given to Chairman or the person who is assigned by the Chairman at the Meeting venue before attending the Meeting and details are at least required as follows;

- A. Number of shares which proxy grantor is holding
- B. Name of proxy grantor
- C. Time of giving proxy to attend the Meeting and vote

No. 40 The Shareholders' Meeting shall be followed by agenda as specified in the invitation letter except the Meeting has the resolution to change agenda by vote no less than two-third of shareholders attending the meeting.

When the Meeting has completely considered the specified agendas in the invitation letter, shareholders who have combining shares no less than one-third of total sellable shares may ask the Meeting to consider other matters beside matters indicated in the letter.

In case that the Meeting has not completed considering matters in agenda which is indicated in the invitation letter or matters that shareholders additionally bring up and needed to postpone the consideration, the meeting will be called once again and the notice calling such meeting with details of meeting venue, date and time will be delivered to shareholders no less than 7 days prior to the date of meeting. Accordingly, the Company publishes the letter of invitation to the Shareholders' Meeting in the newspaper at least 3 days prior to the Meeting for 3 consecutive days.

No. 41 Chairman of the Board is Chairman of the Shareholders' Meeting. In case that Chairman of the Board is not in the meeting or unable to perform duties, if there is Vice Chairman, Vice Chairman will act as Chairman. If there is no Vice Chairman or unable to perform duties, shareholders will select 1 attending shareholder to be Chairman of the Meeting.

No.42 In the Shareholders' Meeting, all shareholders has one vote per one share.

In case that shareholders has interest in any matters, those shareholders will not have right to vote in that matter except electing director.

No.43 Voting in any resolutions or approval in any transactions in the Meeting, the Meeting considered and unanimously resolved by a majority of votes from shareholders who attended the meeting and voted except other matters as required by law.

In such cases as follows shall receive vote no less than three-quarters of total votes from shareholders who attended the meeting and eligible to vote.

- A. Sell or transfer business of the Company entirely or partly to others.
- B. Buy or take over business of other Public Company or Private Company to the Company.
- C. Make, edit or cancel contract related to rental business of the Company entirely or partly. Assign to other to manage the Company's business or consolidation with others with profit sharing objective.
- D. Edit the memorandum or Article of Association

- E. Capital Increase or Decrease Capital of the Company
- F. Debenture Issuance
- G. Amalgamation or Dissolution
- H. Issue share to settle as Project of Debt to Equity Conversion as determined in the Public Company Act (No. 2) B.E. 2544 (2001)

No. 44 Business which should be done in the Annual General Meeting are as follows;

- (1) Consider report which Directors presented to the Meeting showing the overall operation in the past year.
- (2) Consider and approve Financial Statement and Comprehensive Profit and Loss Statement as of the past end of the fiscal year.
- (3) Consider and allocate profit and allocate reserved fund.
- (4) Consider and elect Directors to replace Directors who completed theirs and set the remuneration.
- (5) Consider and appoint financial auditor and set the remuneration.
- (6) Other Businesses

## **Section 6**

### **Dividend Payment and Capital Reserve**

No 49. It is prohibited to declare dividend payment unless it is the resolution of the Shareholders' Meeting or resolution of Directors in case of interim dividend payment.

Dividend payment must be informed by letter to shareholders and advertised that dividend payment on the newspaper total 3 days consecutively and payment must be within 1 month from the date of resolution.

No 50. Director may pay interim dividend to shareholders occasionally when appears than the Company has adequate profit to do so and after paying dividend, Director must report to the next Shareholders' Meeting.

No 51. It is prohibited to pay dividend from other type of money apart from profit. In case the Company is still accumulated deficit, it is prohibited to pay dividend.

Dividend is divided by number of shares equally except it is with other specification. This regulation is for preference shares.

In the event that the Company still shares not fully in the amount registered or the Company has already registered the capital increase, the Company will totally or partly pay dividend by issuing new ordinary shares to the shareholders with the approval of the Shareholders' Meeting.

No 52. The Company must allocate part of annual net profit as reserved fund not less than 5% of annual net profit and deduct with accumulated loss brought forward (if any) until this reserved fund will not be less than 10% of registered capital.

Besides this reserved fund, Directors may bring up this issue to the Shareholders' Meeting to vote for allocating other reserved funds as deemed necessary in the business operation.



When the Company has already received approval from the Shareholders' Meeting, the Company may transfer other reserved fund, legal reserve and share premium to compensate the accumulated loss.

## **Section 8**

### **Account Book and Auditing**

No 57. Directors must ensure to have Balance Sheet and Profit and Loss Account preparation at the end of the Company's fiscal year to present to the Shareholders' Meeting in the Annual General Meeting to consider and approve. Directors will ensure that these documents are completely audited by financial auditor before presenting to the Shareholders' Meeting.

## **Section 9**

### **additional chapter**

No 65. Board meetings and shareholders' meetings of the company under this regulation or a meeting as required by law to have a meeting able to hold meetings via electronic media, However, in organizing the meeting via electronic media To comply with the law.

**Form for submission of questions in advance prior to the 2022 Annual General Meeting of Shareholders**

Sonic Interfreight Public Company Limited operates its business in accordance with the principles of good corporate governance. The Company allows shareholders to submit questions relating to the agenda of the meeting and the Company information in advance. The Company has specified clear and transparent rules of delivery methods and procedures for consideration as follows

**1. Qualifications of shareholders**

Being a shareholder of the Company, which has the right to attend the 2022 Annual General Meeting of Shareholders

**2. Criteria for submitting questions before the date of shareholders' meeting**

2.1 The questions must be related to:

- Agenda of the 2022 Annual General Meeting of Shareholders
- Important information related to the Company

2.2 Procedures for consideration

2.2.1 Qualified shareholders under 1. may submit a "Form for submission of questions in advance prior to the Meeting of Shareholders" (downloadable at the Company's website) along with supporting documents (if any) to the Company Secretary within April 19, 2022 (10 days before the date of shareholders' meeting) via the following communication channels

- Via Email : [ranut@glinkthai.com](mailto:ranut@glinkthai.com)
- Via Fax : 02-213-2533
- Via Registered Mail : Send documents to

Company Secretary

Sonic Interfreight Public Company Limited

79/349,350 1st, 2nd Floor, Sathupradit Road, Chongnonsee, Yannawa,  
Bangkok 10120

(Form for submission of questions in advance prior to 2022 Annual General Meeting of Shareholders)

2.2.2 The Company Secretary will consider the initial screening before submitting it to the board of directors to explain to the shareholders on the date of the shareholders' meeting or clarification via email, fax or other or other proper communication channels. If the questions do not comply with the criteria under item 2.1 or the questions are not submitted to the Company by the deadline under 2.2.1, the Company will regard that such shareholders have not exercised their right to submit the questions in advance.

แบบขอรับหนังสือรายงานประจำปี 2564  
The 2021 Annual Report Requisition Form

เรียน เลขาธิการบริษัท  
บริษัท โซนิค อินเตอร์เฟรท จำกัด (มหาชน)

Dear Company Secretary  
Sonic Interfreight Public Company Limited

ข้าพเจ้า I(name).....  
เป็นผู้ถือหุ้นของบริษัท โซนิค อินเตอร์เฟรท จำกัด (มหาชน) จำนวนหุ้น.....หุ้น  
Being a shareholder of Sonic Interfreight PCL. Holding the total amount of ..... Shares  
อยู่บ้านเลขที่..... ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต.....  
Address No. .... Road ..... Sub-District ..... District .....  
จังหวัด.....รหัสไปรษณีย์.....โทรศัพท์.....  
Province ..... Zip Code ..... Tel. ....  
โทรศัพท์มือถือ..... E-mail :.....  
Mobile

มีความประสงค์ขอรับรายงานประจำปี 2564 ในรูปแบบหนังสือ และให้จัดส่งไปยังที่อยู่ข้างต้น  
Would like to receive a print copy of the 2021 Annual Report.

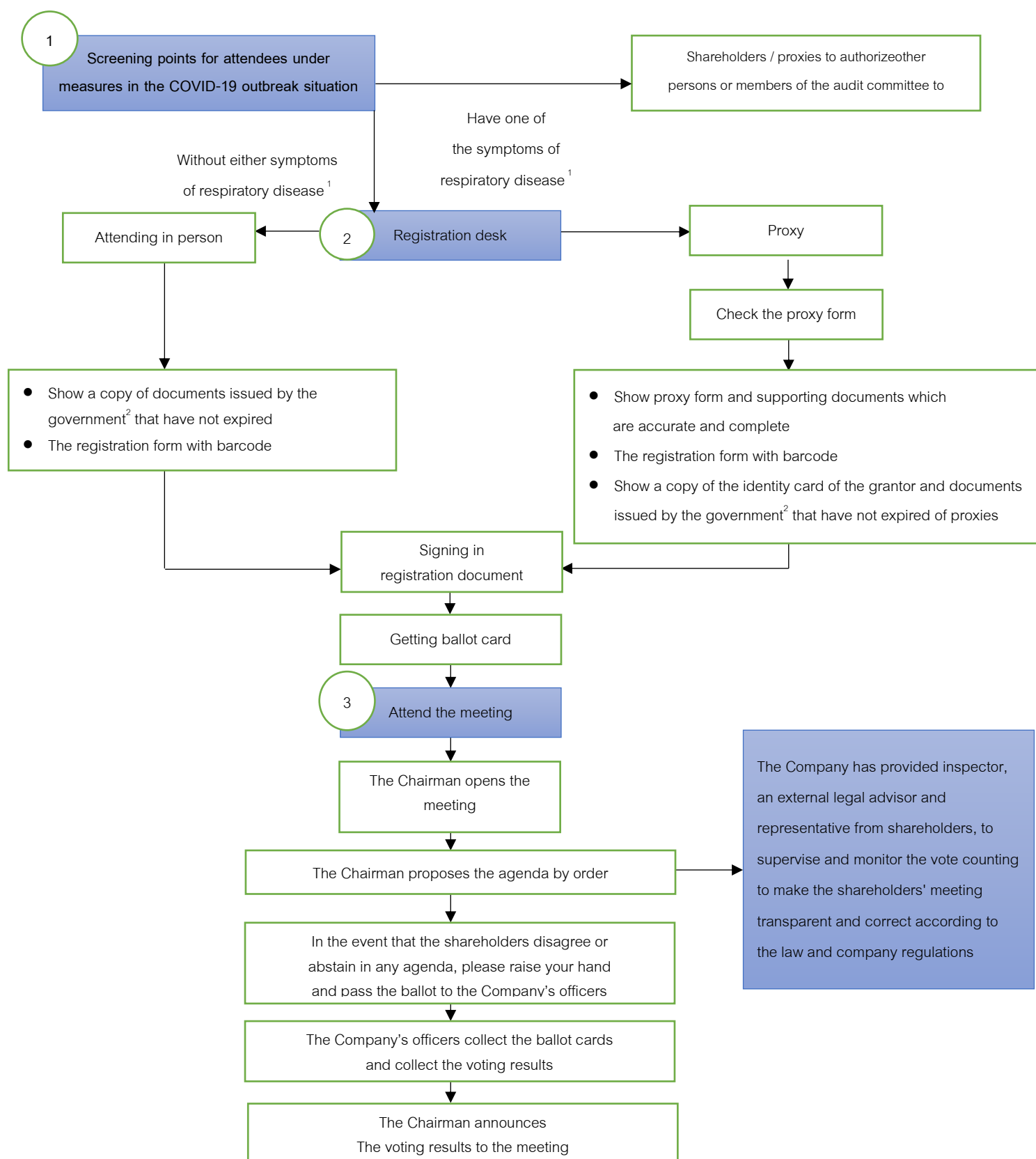
(กรุณากรอกรายละเอียดด้านล่างด้วยตัวบรรจง และส่ง โทรสาร: 02-213-2533 หรือ E-mail ranut@glinkthai.com  
(Please fill in the form in BLOCK LETTERS and Fax to 02-213-2533 or E-mail ranut@glinkthai.com

ลงชื่อ ..... ผู้ถือหุ้น  
Signed ( ..... ) Shareholder

วันที่ .....

Date

**Procedures for attending the 2022 Annual General Meeting of Shareholders  
Sonic Interfreight Public Company Limited  
Monday April 27,2022**



Please return the ballot cards for every agenda to the Company's officers when meeting is finished

Remark <sup>1</sup> Either symptom of a respiratory disease, such as a fever (temperature 37.5 ° C and above), cough, sore throat, sneezing, or runny nose

<sup>2</sup> Documents issued by the government are ID cards or driving licenses or government official cards or passport (in the case of foreign shareholders), which is the original

The shareholders' meeting 2022  
Sonic Interfreight Public Company Limited

27 April 2022 on 14:00 p.m.  
at Chatrium Residence Sathon Bangkok 291 Soi Naradhiwas Rajanagarindra 24,  
New Sathon Road, Chong Nonsi Sub-District, Yan Nawa District, Bangkok 10120 Thailand

**Tell** : 02 213 2999 to 2801

**Fax** : 02 213 2533

**E-Mail**: [ranut@glinkthai.com](mailto:ranut@glinkthai.com)

Maps & Direction

