



## 2024 Annual General Meeting of Shareholders

Hybrid Meeting (Physical & Electronic Means)

of

Index Living Mall Public Company Limited

Friday 26 April 2024 at 2.00 p.m.

At Academy Training Room 1, No. 147 Soi Rama 2 Soi 50, Rama 2 Road,  
Samaedam, Bangkhunthian, Bangkok 10150

*Remark:*

- 1. Registration is open for attendees at the company meeting room at 12.30 p.m.*
- 2. The number of seats in the meeting room is limited to accommodate shareholders and/or proxies approximately 40 seats ("attendants") which can be held for the purpose of preventing or following up in case of any incidents. When the seats are full, the Company requests the cooperation of the shareholders who attend the meeting in person to appoint the Company's independent directors as their proxies instead of attending the meeting.*
- 3. The Company provide snack box for take away only.*
- 4. In the event of shareholders attending the meeting via electronic media (E-AGM) registration starts at 13.00 p.m., please study the guidelines for attending the shareholders' meeting via electronic media in detail.*

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## Content

	Page
● Invitation to the 2024 Annual General Meeting of Shareholders	1
<u>Supporting documents for agenda item</u>	
● Copy of the Minutes of 2023 Annual General Meeting of Shareholder on 26 April 2023	17
● The 2023 Form 56-1 One Report in QR Code and QR Code Downloading Procedure for the 2023 Form 56-1 One Report	38
● Information of individuals nominated as new directors to replace directors retired by rotation and new director appointment (for consideration Agenda item 6)	39
<u>Supporting documents for the Annual General Meeting of Shareholders</u>	
● Qualification of an Independent Director	48
● The Company's Articles of Association in relation to the shareholders' meeting	50
● Information of the Independent Director nominated by the Company to be shareholders' proxy	54
● Procedures for Appointment of Proxy, Registration Process, Documentation for Registration, Vote Casting and Counting and Meeting Arrangement	55
● Guideline for attending the AGM through Electronic Media (E-AGM) and the Appointment of Proxies	63
● Acceptance for the invitation of online meeting of Index Living Mall PLC	69
● Proxy Form A, B, and Form C	70
● Request form of printed the 2023 Form 56-1 One Report	83
● Privacy Notice	84
● A Map of the venue of the meeting	85
● Questionnaires of Company's Sustainability	86

## Index Living Mall Public Company Limited

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26 March 2024

**Subject:** Invitation to the 2024 Annual General Meeting of Shareholders (Hybrid Meeting)

**To:** All shareholders of Index Living Mall Public Company Limited

**Attachments:**

1. Copy of Minutes of 2023 Annual General Meeting of Shareholders
2. QR Code for scanning and downloading the 2023 Form 56-1 One Report and Financial Statements for the year ended December 31, 2023 (Supporting for agenda 3 and agenda 4) and QR Code Downloading Procedures for the 2023 Form 56-1 One Report
3. Information of individuals nominated as new directors to replace directors retired by rotation and new director appointment (Attachment 3)
4. Qualifications of an Independent Director
5. The Company's Articles of Association in relation to the shareholders' meeting
6. Information of the Independent Directors for proxies appointment
7. Procedures for Appointment of Proxy, Registration Process, Documentation for Registration, Vote Casting and Counting and Meeting Arrangement
8. Guidelines for attending the AGM through Electronic Media (E-AGM) and the Appointment of Proxies
9. Acceptance for the invitation of online meeting of Index Living Mall Public Company Limited
10. Proxy Form A, B and Form C
11. Request form of printed the 2023 Form 56-1 One Report
12. Privacy Notice for the Company's Annual General Meeting of Shareholders for the Year 2023
13. Map of the 2024 AGM venue
14. Questionnaire of Company's sustainability

The Board of Directors of Index Living Mall Company Limited (the "Company"), at the Meeting No. 1/2024 held on 28 February 2024 resolved to convene the 2023 Annual General Meeting of Shareholders on **Friday 26 April 2024 at 2.00 p.m. by Hybrid Meeting (both Physical & Electronic means) at Academy Training Room 1, Index Living Mall Public Company Limited No. 147 Soi Rama 2 Soi 50, Rama 2 Road, Samaedam, Bangkhunthian, Bangkok 10150** to consider the following agenda items for the 2023 Annual General Meeting of Shareholders together with the opinion of the Board of Directors.

**Agenda 1** To inform the 2024 AGM by the Chairman of the Board of Directors

The Board of Directors has posted the criteria and procedures for minority shareholders to propose agenda items for the 2024 AGM in advance on the Company's website during December 1, 2023 - January 14, 2024, and has already reported to the Stock Exchange of Thailand (the "SET"). No agenda has been proposed on the website.

**The Board's opinion:** The Meeting should acknowledge the matters informed by the Chairman.

**Agenda 2** To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders, which was held on 26 April 2023

**Fact and Rationale:** The 2023 AGM was convened on April 26, 2023, to consider matters required by law. The minutes of the 2023 AGM were submitted to the SET within 14 days after the meeting and submitted to the Ministry of Commerce as required by law and on the Company's website at <https://investor.indexlivingmall.com/storage/download/shareholders-meeting/agm2023/20230508-ilm-agm2023-minutes-en.pdf> as per Attachment 1.

**The Board's Opinion:** The Meeting should approve the Minutes of the 2023 AGM.

**Voting:** A majority vote of the shareholders attending and voting at the Meeting.

**Agenda 3** To acknowledge the Board of Directors' Report on the Company Operating's Results in 2023

**Fact and Rationale:** In compliance with Section 113 of the Public Company Limited Act B.E. 2535 (1992) (as amended) (the "PLCA") and Article 39 of the Company's Articles of Association specified that the Annual General Meeting of Shareholders shall acknowledge the Director's report on the Company's performance whereby the Company's operating performance for the year 2023 which forms part of the Company's 2023 Form 56-1 One Report delivered to the Company's shareholders together with this letter of invitation according to Attachment No. 2 in QR Code.

**Board's Opinion:** The Board of Directors Meeting No. 1/2024 held on 28 February 2024 deemed that it was appropriate to propose to the 2024 Annual General Meeting of Shareholders to acknowledge the Company's performance results for the year 2023.

**Voting:** This agenda item is for acknowledgement and thus voting is not required

**Agenda 4** To consider and approve the financial statements for the year ended 31 December 2023

**Fact and Rationale:** Section 112 of the PLCA (as amended) and Article 36 of the Company's Articles of Association, the company must prepare the balance sheets, and the profit and loss statement.

**The Audit Committee's Opinion:** The Audit Committee at the Meeting No. 1/2024 held on 28 February 2024 deemed that the reviewed and endorsed Financial Statements for the year ended 31 December 2023 by the auditor are accurate, complete, and reliable, including key information of the Company's financial conditions and results of operation for the year 2023 is summarized as follows:

**Statements of Financial Position and Statement of Income**

(Unit: million baht)

Financial Statement	Amount
Assets	12,234.47
Liabilities	6,345.44
Revenue	9,416.21
Profit for the year	725.97
EPS (Baht per share)	1.44

**The Board's Opinion:** The Board of Directors at the Meeting No. 1/2024 held on February 28, 2024, deemed that it was appropriate to consider the Statement of Financial Position and Statement of Income and agreed with the Audit Committee, including proposed to the 2024 Annual General Meeting of Shareholders to consider and approve the Statements of Financial Position and Statement of Income for the year 2023. (The statement details are enclosed in the Form 56-1 One Report 2023)

**Voting:** This agenda item requires the approval of the meeting by a majority vote of the shareholders attending and casting the votes at the meeting.

**Agenda 5** To consider and approve the net profit allocation and the dividend payment for the year 2023

**Fact and Rationale:** The Company establishes dividend payment policy at least 50 percent of consolidated profit after corporate reserves under the law and Article of Association of the company.

In addition, Section 116 of the PLCA (as amended) and Article 45 of the Company's Articles of Association, The Company shall allocate annual net profit for a reserve fund of no less than 5

percent of the annual net profit deduct with the total accumulated losses brought forward (if any) until the reserve fund reaches an amount of no less than 10 percent of the registered capital.

During the year 2023 (January 1- December 31, 2023) based on the Company's consolidated net profit at total amount of 725,976,796 Baht. The Board has considered to pay dividend at the rate of 1.00 Baht per share at totaling approximately 505,000,000 Baht.

The interim dividend payment based on the Company's net profit from January 1, 2023 to June 30, 2023 at the rate of 0.25 Baht per share had been paid to the shareholders on September 7, 2023 thereafter the remaining dividend payment at this time shall be 0.75 Baht per share. Moreover, this time will be paid from the net profit that has passed the corporate income tax. In which individual shareholders can claim tax credits from dividend payments.

#### 2021-2023 Dividend Payment Comparison

Payment of dividend	2023 (proposed year) (January 1, 2023 to December 31, 2023)	2022 (January 1, 2022 to December 31, 2022)	2021 (January 1, 2020 to December 31, 2021)
1. Net profit (Million Baht)	725.97	659.07	453.17
2. Number of share (Million shares)	505	505	505
3. Par value (Baht/share)	5	5	5
4. Dividend (Baht/share)	1.00	0.80	0.55
- Interim Dividend Payment (first half) (Baht/share)	0.25	0.20	0.15
- Remaining Dividend Payment (Baht/share)	0.75	0.60	0.40
5. Total amount of dividend paid (Baht)	505.00	404.00	277.75
6. Dividend payout rate to net profit (%)	70	61.3	61.3

**The Board's Opinion:** The Board of Directors at the Meeting No. 1/2024 held on February 28, 2024 deemed that it was appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the allocation of net profit (profit for the year) and payment of dividend for the year 2023 at 1.00 Baht per share in which the Company paid interim dividend at the rate of 0.25 Baht per share thus the remaining paid for this time is 0.75 Baht per share including the interim dividend payment based on the Company's net profit from January 1, 2023 to June 30, 2023 at total amount of Baht 126.25 million, therefore; totaling approximately

505 million Baht at the dividend payout rate to net profit of 69.5% of the Company's consolidated net profit during January 1- December 31, 2023 in accordance with the dividend policy.

The Record Date for specifying the shareholders who have the right to receive the dividend will be May 13, 2024, and the dividend will be paid on May 23, 2024.

**Voting:** This agenda item requires the approval of the meeting by a majority vote of the shareholders attending and casting the votes at the meeting.

**Agenda 6** To consider and approve the appointment of directors who are due to retired by rotation in 2024

**Fact and Rationale:** Section 71 of the PLCA (as amended) and Article 17 of the Company's Articles of Association, at every Annual General Meeting, one-third of the directors shall retire from the office at such time. If the number is not a multiple of three, then the number nearest to one-third shall retire. A retiring director is eligible for re-election. Directors that retire during the first and second year following the registration of the Company shall be determined by drawing lots. In subsequent years, directors who have been in office for the longest term shall retire.

The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee is in charge of nominating who can contribute greatly to the company and meet all qualification for qualified candidates in accordance with PLCA (as amended), Securities and Exchange Act (as amended) and the relevant regulations to propose to the 2023 Annual General Meeting of Shareholders to consider and approve 4 retiring directors.

In addition, the Company encourages shareholders proposing persons to nominate as new directors during December 1, 2023 to January 14, 2024; however no shareholders proposed to nominated directors to the Company.

**The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee's Opinion:** The Sub-committee has proposed to the Board of Directors' Meeting to consider an appointment of the four directors that have qualifications in accordance with profound knowledge, capability, experiences, moral and ethical standards, be capable of expressing their opinion independently, and performance in the past as director position. Thus, the Board of Directors deemed that it was appropriate to propose to the 2024 Annual General Meeting of Shareholders that there are 4 directors to be retired by rotation, namely:

- |                                  |  |
|----------------------------------|--|
| 1) Mr. Adisak Ruckariyaphong     | Independent Director/ Chairman of the Risk Management Committee / Chairman of Investment Committee / Audit Committee / Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee |
| 2) Mr. Ariya Bhanomyong          | Independent Director   |
| 3) Mr. Pisith Patamasatayasonthi | Director/ Chairman of Executive Committee/ Chief Executive Officers  |
| 4) Mr. Ekalak Patamasatayasonthi | Director/ Executive Committee  |

**The Board's Opinion:** The Board of Directors at the Meeting No. 1/2024 held on 28 February 2024, excluding the members with conflict of interest, has considered qualifications, acknowledge and performance in the past as director of the company of each person named above as considered and proposed by the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee viewed that the above mentioned persons have profound knowledge, capability and experiences that would be useful for the company, dedicate time and ability to develop the company with efficiency and effectiveness, and have qualifications in accordance with the regulations of the Company's Articles of Association, the PLCA (as amended), Notification of the Stock Exchange of Thailand, and Notification of the Capital Market Supervisory Board, including considered performance in the past as director of the company of each person that it is appropriate to propose to the 2024 Annual General Meeting of Shareholders consider and approve that these 4 retiring directors named below been re-elected as the Company's directors for another term.

- |                                  |  |
|----------------------------------|--|
| 1) Mr. Adisak Ruckariyaphong     | Independent Director/ Chairman of the Risk Management Committee / Chairman of Investment Committee / Audit Committee / Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee |
| 2) Mr. Ariya Bhanomyong          | Independent Director   |
| 3) Mr. Pisith Patamasatayasonthi | Director/ Chairman of Executive Committee/ Chief Executive Officers  |
| 4) Mr. Ekalak Patamasatayasonthi | Director/ Executive Committee  |



Brief personal information of 4 retiring directors who re-elected as the company's directors for another term are enclosed in attachment 3

In addition, the Board of Directors has considered and viewed that Mr. Adisak Ruckariyaphong and Mr. Ariya Bhanomyong proposed to be re-elected as an independent director for another term can give an independent opinion and in accordance with PLCA (as amended), The Securities and Exchange Act (as amended) and the relevant regulations.

**Voting:** This agenda item requires that each individual nominated as a director of the company to replace the director retired by rotation shall be approved by a majority vote of shareholders attending and casting the votes at the meeting

## Agenda 7

### To consider and approve the directors' remuneration for 2024

**Fact and Rationale:** Section 90 of the PLCA (as amended) and Article 22 of the Company's Articles of Association, directors shall be entitled to receive the remuneration from the Company in the form of monetary rewards, meeting allowances, retirement pensions, bonuses, or other benefits in other forms pursuant according to the consideration and the approval of the Shareholders' Meeting of no less than 2/3 of the total votes from shareholders who attended the Meeting.

Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee is in charge of evaluating the remuneration for the Board of Directors and Sub-committees by considering the Company's operating performance, a level of assigned responsibilities, comparisons with other companies in the same industry and size, and how to motivate qualified people and proposing remuneration of all committees for approval at the Board level and shareholder level respectively.

**The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee's Opinion:** Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee has considered the remuneration of the Board of Directors and Sub-committees by considering the Company's operating performance, a level of assigned responsibilities, comparisons with other companies in the same industry and size, and how to motivate qualified people and proposing remuneration of all committees in 2024 which is the same rate charged in 2023.

Financial Remuneration:

Position	2023	2024 (Proposed Year)	2023	2024 (Proposed Year)
	Monthly Remuneration (Baht/person/month)	Monthly Remuneration (Baht/person/month)	Meeting Allowance (Baht/person/time)	Meeting Allowance (Baht/person/time)
<b>Board of Directors</b>				
Chairman	50,000	50,000	30,000	30,000
Member	30,000	30,000	20,000	20,000
<b>Audit Committee</b>				
Chairman	-	-	30,000	30,000
Member	-	-	20,000	20,000
<b>Nomination and Remuneration, Corporate Governance, and Sustainable Development Committee</b>				
Chairman	-	-	30,000	30,000
Member	-	-	20,000	20,000
<b>Executive Committee</b>				
Chairman	-	-	-	-
Member	-	-	-	-
<b>Risk Management Committee</b>				
Chairman	-	-	30,000	30,000
Member	-	-	20,000	20,000
<b>Investment Committee</b>				
Chairman	-	-	30,000	30,000
Member	-	-	20,000	20,000

**Non-Financial Remuneration:** none

**The Board's Opinion:** As proposed by The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee, the Board of Directors deems that it is appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors and Sub-committee at the same rate with the year 2023.

**Voting:** This agenda item requires the approval of the meeting with the votes of not less than two-thirds of the total votes of shareholders attending the meeting.

**Agenda 8** To consider and approve the appointment of the Auditors and determination of the audit fee for 2024

**Fact and Rationale:** Section 120 - 121 of the PLCA (as amended) and Article 45 of the Company's Articles of Association, prescribe that Annual General Meeting of shareholders shall consider and approve an appointment of an determine auditor and audit fee every year. However, the auditors shall not be directors, staff, employees, or any persons holding any position in the Company.

**The Audit Committee's Opinion:** The Audit Committee at the Meeting No. 1/2024 held on 28 February 2024 has endorsed the appointment of the auditor by which the company not having any subsidiaries, the audit firm that has independent performance and a record of efficient and standardized work with the appropriate rate of the auditor's fees. As KPMG is one of the top four companies to be the auditor for the year 2024. In addition to appoint one of the following auditors form KPMG Phoomchai Audit Ltd. to act as the auditor of the company for the year ended 31 December 2024:

1. Ms. Sasithorn Pongadisak\* Certified Public Accountant License No. 8802 and/or
2. Mr. Ekkasit Chuthamsatid Certified Public Accountant License No. 4195 and/or
3. Ms. Jamjuree Sathapornchaiwat Certified Public Accountant License No. 11567 and/or
4. Mr. Piyanat Singkhorn Certified Public Accountant License No. 11641

\*Remarks: Ms. Sasithorn Pongadisak is responsible for checking and expressing an opinion on the financial statements of Index Living Mall Public Company Limited for the year 2023, totaling 1 year.

Any of the above auditors should serve as the external and express opinions on the financial statements for 2024. The proposed audit fee for the year 2024 amounts to 1,885,000 baht. In this regard, all the auditors are not shareholders of the Company and do not provide any advisory service to the Company. In addition to propose that the 2024 AGM authorize the Board

of Directors to appoint alternate certified public accountant with KPMG Phoomchai Audit Ltd. in case of the absence of the four auditors as stated above.

**The Board's Opinion:** The Board of Directors at the Meeting No. 1/2024 held on February 28, 2024, resolved to concur with the Audit Committee's opinion. Therefore, propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of the auditor and audit fee for the year 2024.

The auditor's fees for the year 2024 in an amount 1,885,000 Baht that equal to those in year 2023 as follows:

List	Year 2024 (proposed year)	Year 2023	Year 2022
Auditor's fees	1,885,000 Baht	1,885,000 Baht	1,830,000 Baht

**Voting:** This agenda requires the approval of the meeting by a majority vote of the shareholders attending and casting the votes at the meeting.

**Agenda 9** To consider and approve the additional amendments to the company regulations, specifically sections 25, 29, 31, 32, 33, and 44, pertaining to the advertisement of notices for shareholder meetings

**Fact and Rationale:** With reference to the announcement in the Royal Gazette and the enforcement of the Public Limited Company Act (No. 4) of 2022, effective since May 24, 2022, which has been amended to accommodate electronic management of meetings and modernize the appointment of meetings for efficiency, cost reduction, and convenience for shareholders, it is proposed to further amend the company regulations to align with the amended Public Limited Company Act of 2022. These amendments were made in 2022 to enhance conformity and ensure that the company regulations are in accordance with the latest legal provisions. The proposed modifications are as follows:

The current regulations	The proposed amendment
<p><b>Section 25:</b> Notice of Board Meetings</p> <p>For the convening of board meetings, the chairman of the board or the person delegated shall send a written notice of the meeting to the directors no less than seven (7) days prior to the meeting, unless in cases of urgency necessary to preserve the rights and interests of the company, in which alternative notification</p>	<p><b>Section 25:</b> Notice of Board Meetings</p> <p>When calling for a board meeting, the chairman of the board or the person delegated shall send a written notice of the meeting to the directors <u>no less than three (3) days</u> prior to the meeting, unless in cases of urgent necessity to preserve the rights or interests of the company. In such cases, <u>notice of the meeting may be</u></p>

<p>methods may be employed, and the meeting date may be set sooner than the stipulated period.</p> <p>The sending of meeting invitations and supporting documents for electronic meetings can be carried out in accordance with the methods and timeframes specified by applicable laws or regulations governing such meetings. Alternatively, they may be sent via electronic mail. However, it is imperative to adhere to the timeframes and advertise through print media, as stipulated by the respective laws or regulations.</p>	<p><u>conveyed electronically or by any other method in accordance with existing laws and/or as may be amended in the future.</u> Additionally, the meeting date may be scheduled sooner than the specified period.</p> <p>The dispatch of meeting invitations and accompanying documents for the purpose of conducting electronic meetings can be conducted in accordance with the methods and timeframes stipulated by the relevant laws or regulations governing such meetings. Alternatively, they may be sent via electronic mail <u>or any other method as per the current laws and/or as may be amended in the future.</u> However, it is essential to comply with the specified timeframes <del>and advertise through print media</del> as outlined by the respective laws or regulations.</p>
<p>Section 29: The board of directors shall convene at least once every three (3 ) months, either at the province where the company's main office is located, a nearby province, or at any other designated location. The scheduling of the meeting, including the date, time, and venue, shall be at the discretion of the chairman of the board.</p>	<p>Section 29: The board of directors <u>shall convene at least once every three months and may conduct meetings through electronic media as prescribed by the laws governing electronic meetings.</u></p>
<p><b>Section 31 :</b> The board of directors shall organize an annual shareholder meeting within four (4) months from the end of the company's accounting year. Extraordinary shareholder meetings, other than the annual meeting, shall be termed as special meetings, and the board may convene such meetings at their discretion.</p> <p>Should one or more shareholders, collectively holding not less than ten percent (10%) of the total issued shares, wish to request a special meeting, they shall submit a written request specifying the agenda and reasons for the meeting. In such cases, the board must</p>	<p>Section 31: The board of directors must arrange for an annual shareholder meeting within four (4) months from the end of the company's fiscal year. Any other shareholder meeting, aside from the annual meeting, shall be termed as a special meeting, and the board may convene such meetings at their discretion.</p> <p>If one or more shareholders, collectively holding not less than ten percent (10%) of the total issued shares, wish to request a special meeting, they shall submit a written request specifying the agenda and reasons for the meeting. In such cases, the board must organize</p>

<p>arrange for the meeting within forty-five (45) days from the date of receiving the request.</p> <p>If the board fails to convene the meeting within the stipulated forty-five (45) days, the requesting shareholders, collectively or other shareholders holding the specified percentage, shall have the authority to convene the meeting themselves within forty-five (45) days from the expiration of the initial forty-five (45) day period. In such cases, the meeting is deemed a board-convened meeting, and the company shall bear necessary expenses incurred for organizing the meeting and provide reasonable facilities. If it is found that the meeting is convened due to the request of shareholders as per Section 4, and the number of attending shareholders falls short of constituting a quorum as stipulated in Section 33, the shareholders making the request shall collectively assume responsibility for compensating the company for the expenses incurred in organizing the meeting.</p>	<p>the meeting within forty-five (45) days from the date of receiving the request.</p> <p>Should the board fail to arrange the meeting within the prescribed forty-five (45) days, the requesting shareholders, collectively or other shareholders holding the specified percentage, shall have the authority to convene the meeting themselves within forty-five (45) days from the expiration of the initial forty-five (45) day period. In such cases, the meeting is considered board-convened, and the company shall bear necessary expenses incurred for organizing the meeting and provide reasonable facilities. If it is found that the meeting is convened due to the request of shareholders as per Section 4, and the number of attending shareholders falls short of constituting a quorum as stipulated in Section 33, the shareholders making the request shall collectively assume responsibility for compensating the company for the expenses incurred in organizing the meeting.</p> <p><u>In cases where shareholders call the meeting themselves, the shareholders calling the meeting may send meeting notices to other shareholders through electronic means or any other method as per the current laws and/or as may be amended in the future, following the criteria set by the registrar.</u></p>
<p><b>Section 32:</b> When convening a shareholder meeting, the board of directors shall prepare a notice of the meeting specifying the venue, date, time, agenda, and matters to be proposed at the meeting, along with relevant details as appropriate. The notice shall explicitly indicate whether the matter is presented for information, approval, or consideration, as the case may be. It should also include the views of the board of directors on the aforementioned matters. The notice must be dispatched to shareholders and the registrar no less than seven (7) days prior to the meeting.</p>	<p>Section 32: When convening a shareholder meeting, the board of directors shall prepare a notice of the meeting specifying the venue, date, time, agenda, and matters to be proposed at the meeting, along with relevant details as appropriate. The notice shall explicitly indicate whether the matter is presented for information, approval, or consideration, as the case may be. It should also include the views of the board of directors on the aforementioned matters. The notice must be dispatched to shareholders and the registrar no less than seven (7) days prior to the meeting.</p>

<p>Additionally, an announcement of the meeting shall be published in a newspaper no less than three (3) days before the meeting, with continuous publication for at least three (3) consecutive days.</p> <p>The meeting venue shall be located in the province where the company's main office is situated or any other location as determined by the board of directors.</p>	<p>Additionally, an announcement of the meeting shall be published in a newspaper no less than three (3) days before the meeting, with continuous publication for at least three (3) consecutive days. <u>In the case of electronic advertising or any other method as permitted by current laws and regulations, the notice must be initiated no less than three (3) days before the meeting and should comply with the criteria set by the registrar.</u></p> <p>In this regard, <u>if an electronic meeting is arranged, the location shall be deemed as the company's main office unless otherwise specified by the board of directors.</u></p>
<p><b>Section 33:</b> In a shareholders' meeting, there must be no fewer than twenty-five (25) shareholders and proxies (if any) present, or no less than half of the total number of shareholders. Additionally, the shares represented must amount to at least one-third (1/3) of all issued shares for the meeting to be considered quorate.</p> <p>Should it occur that the number of shareholders present at the meeting does not meet the quorum as set forth in the first paragraph, one (1) hour after the scheduled time, and the meeting was convened upon the request of shareholders, then the meeting shall be adjourned. If the meeting was not convened at the request of shareholders, a new meeting shall be scheduled. In such case, a notice of the meeting must be sent to shareholders no less than seven (7) days before the meeting date. The quorum requirement does not apply to this subsequent meeting.</p>	<p><b>Section 33:</b> In a shareholders' meeting, there must be no fewer than twenty-five (25) shareholders and proxies (if any) present, or no less than half of the total number of shareholders. Additionally, the shares represented must amount to at least one-third (1/3) of all issued shares for the meeting to be considered quorate.</p> <p>Should it occur that the number of shareholders present at the meeting does not meet the quorum as set forth in the first paragraph, one (1) hour after the scheduled time, and the meeting was convened upon the request of shareholders, then the meeting shall be adjourned. If the meeting was not convened at the request of shareholders, a new meeting shall be scheduled. In such case, a notice of the meeting must be sent to shareholders no less than seven (7) days before the meeting date. The quorum requirement does not apply to this subsequent meeting.</p> <p><u>In the event that shareholders themselves call a meeting, the shareholders who have convened the meeting may send the meeting notice to other shareholders electronically or by any other method as</u></p>

	<p><u>permitted by current and/or future laws, following the guidelines set by the registrar.</u></p>
<p><b>Section 44:</b> Dividends must not be paid from any sources other than profits. In the event that the company still has accumulated losses, it is prohibited from distributing dividends. Dividends shall be distributed equally per share unless in the case where the company issues preferred shares with different dividend rights from ordinary shares, in which case dividends should be allocated as specified. The distribution of dividends requires approval from the shareholders' meeting.</p> <p>The Board may, from time to time, declare interim dividends to shareholders when it deems that the company has sufficient profits to do so. After the payment of interim dividends, such distribution must be reported to the shareholders at the subsequent shareholders' meeting.</p> <p>Dividend payments must be made within one (1) month from the date of the shareholders' meeting or the resolution of the Board of Directors, as the case may be. Notice of such dividend payment must be sent to shareholders and advertised in a newspaper for at least three (3) consecutive days.</p>	<p><b>Section 44:</b> Dividends must not be paid from any sources other than profits. In the event that the company still has accumulated losses, it is prohibited from distributing dividends. Dividends shall be distributed equally per share unless in the case where the company issues preferred shares with different dividend rights from ordinary shares, in which case dividends should be allocated as specified. The distribution of dividends requires approval from the shareholders' meeting.</p> <p>The Board may, from time to time, declare interim dividends to shareholders when it deems that the company has sufficient profits to do so. After the payment of interim dividends, such distribution must be reported to the shareholders at the subsequent shareholders' meeting.</p> <p>Dividend payments must be made within one (1) month from the date of the shareholders' meeting or the resolution of the Board of Directors, as the case may be. Notice of such dividend payment must be sent to shareholders and advertised in a newspaper for at least three (3) consecutive days.</p> <p><u>The actions specified in paragraph four may be executed using electronic advertising or any other lawful methods currently in place and/or as they may be amended in the future, in accordance with the criteria established by the registrar.</u></p>

**The Board's Opinion:** The shareholders' meeting should approve the amendments to the company's regulations for Articles 25, 29, 31, 32, 33, and 44, adopting the newly proposed text. In registering the amendments to the company's regulations with the Department of Business



Development, Ministry of Commerce, the shareholders' meeting should delegate authority to an individual appointed by the company's board of directors or the CEO, or to a director authorized to sign on behalf of the company as per the certificate of authorization, or to a person appointed by a director authorized to sign on behalf of the company as per the certificate of authorization. This delegate should have the necessary authority to carry out all actions required to complete the registration process, including the authority to make further amendments and additions to the wording of the amended regulations in case the registrar issues orders and/or recommendations for modifications to certain terms in the document. This is to ensure compliance with the registrar's orders for a public limited company, without affecting the essence of the proposed amendments to the regulations.

**Voting:** This agenda must be approved by a vote of not less than three-fourths of the shareholders attending the meeting and having the right to vote.

The Record Date on which shareholders have the right to attend the Company 2024 Annual General Meeting of Shareholders will be on 13 March 2024. The Company is pleased to invite all shareholders to attend the 2024 AGM by Hybrid on Friday 26 April 2024 at 2.00 p.m.

The Company recommends that any shareholder or any proxy who wishes to attend the Meeting by electronic means carefully study and follow the Guidelines for attending the Meeting by electronic means (Attachment 8).

A Proxy Form is enclosed for those shareholders who are unable to attend the Meeting by electronic means. Shareholders may appoint their own proxy or may appoint any one of the following Independent Director, to attend and vote on their behalf:

1. Mr. Jirayut Roongsrithong                      Independent Director                      Age 57 Years  
Address: 147/54 Panya Village, Pattanakarn 30 Road, Suanluang District, Bangkok 10250 THAILAND
2. Mr. Thakorn Piyaphan                      Independent Director                      Age 50 Years  
221/15, Chuen Ratchada Village, Supha Ruam Soi, Wong Sawang, Bang Sue, Bangkok 10800,  
THAILAND

None of the above Directors has any special interest in any of the agenda items. Shareholders are requested to send the executed Proxy Form (Attachment 10) and together with required supplementary documents to the Company **by 22 April 2024** via email or mail to the following address:

- Email : [ir@indexlivingmall.com](mailto:ir@indexlivingmall.com)
- Post : Company Secretary Department  
Index Living Mall Public Company Limited

No. 147 Soi Rama 2 Soi 50, Rama 2 Road, Samaedam Sub-district, Bangkhuntien District,  
Bangkok 10150

Please be informed and attend the 2024 Annual General Meeting of the Shareholders in Hybrid Meeting accordingly.

Sincerely yours,

Signed by -- Mrs. Pennapa Dhanasarnsilp --

(Mrs. Pennapa Dhanasarnsilp)

Chairman of the Board of Directors