

(English translation)

29 March 2024

Subject Invitation to the 2024 Annual General Meeting of Shareholders

Attention Shareholders
G-Able Public Company Limited

Enclosures

1. 2023 Annual Report (Form 56-1 One Report) in QR Code format
2. Profiles of the Candidates Nominated as Directors in Replacement of Directors who Retired by Rotation and Definition of Independent Director
3. Brief Information and Profiles of Auditors from EY Office Limited
4. Guidelines for Meeting Attendance, Appointment of Proxy and Vote Casting and Counting
5. Electronic Meeting Procedure
6. Information of the Independent Directors for Appointment as Proxy
7. Proxy Form B
8. Articles of Association of G-Able Public Company Limited, Chapter 4 - Shareholders' Meeting

The Board of Directors' Meeting of G-Able Public Company Limited (the "Company") passed a resolution approving the convening of the 2024 Annual General Meeting of Shareholders (the "Meeting") on 30 April 2024 at 1.30 p.m. via electronic means only, with a record date for determining the shareholders who are entitled to attend the Meeting on 13 March 2024, to consider the following agenda items:

Agenda 1 To acknowledge the operating results for the fiscal year 2023 ended 31 December 2023

Facts and Reasons: This is to inform of the operating results for the fiscal year 2023 ended 31 December 2023 which are appeared in the 2023 Annual Report (Form 56-1 One Report) in Enclosure 1.

Opinion of the Board of Directors: The Board of Directors considered and endorsed to propose that the Meeting acknowledge the operating results for the fiscal year 2023 ended 31 December 2023.

Remark: This agenda item is for acknowledgment and no vote casting is required.

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

Facts and Reasons: The financial statements for the fiscal year 2023 ended 31 December 2023 were audited by the auditors, who expressed their opinion that the financial statements present fairly in all material respects in accordance with financial reporting standards, and reviewed by the Audit Committee, as appeared in the 2023 Annual Report (Form 56-1 One Report) in Enclosure 1. Key financial highlights in the consolidated financial statements are as follows:

Item according to the consolidated financial statements	Fiscal year ended 31 December	
	2023	2022
Total assets (THB million)	5,569.05	4,036.73
Total liabilities (THB million)	3,382.92	2,896.66
Total shareholders' equity (THB million)	2,186.12	1,140.07
Sales and service incomes (THB million)	5,337.99	4,731.34
Gross profit (THB million)	1,099.46	1,003.25
Net profit (loss) (THB million)	252.95	268.16
Net profit (loss) - a portion attributable to equity holders (THB million)	251.80	266.65
Earnings (loss) per share - a portion attributable to equity holders (THB per share)	0.39	0.62

Opinion of the Board of Directors: The Board of Directors considered and endorsed to propose that the Meeting consider and approve the financial statements for the fiscal year 2023 ended 31 December 2023, which were audited by the auditors who expressed their opinion that the financial statements present fairly in all material respects in accordance with financial reporting standards, and reviewed by the Audit Committee.

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

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

Facts and Reasons: Pursuant to Section 115 of the Public Company Limited Act B.E. 2535 (1992) (as amended) (the "PLCA") requires that the payment of dividend from any proceeds other than profit is prohibited, and so long as the Company has accumulated loss, it cannot pay out dividend. Section 116 of the PLCA and Article 50 of the Company's Articles of Association further requires that the Company must appropriate at least 5 percent of its annual profit less the accumulated loss carried forward (if any) as a legal reserve until such legal reserve triggers a minimum of not less than 10 percent of the registered capital. In addition to the legal reserve, the board of directors may propose that the shareholders' meeting appropriate other types of reserves as it may deem beneficial for the operations. In this respect, the Company has a policy to pay out dividend at the rate of not less than 50 percent of the Company's net profit pursuant to the separate financial statements after deducting corporate income tax and all types of legal reserves. However, such rate of dividend payment

may vary depending on the economic conditions, cash flows, and investment plans of the Company and its subsidiaries as necessary and appropriate.

From the Company's operating results and financial position pursuant to its separate financial statements for the fiscal year 2023 ended 31 December 2023, the Company has net profit and retained earnings in the amount of THB 188,995,959 and THB 364,140,018, respectively. In addition, the Company has sufficient cash flow to pay out dividends pursuant to the Company's dividend policy. It is therefore proposed that the Meeting consider and approve the dividend payment for the fiscal year 2023 ended 31 December 2023 at the rate of THB 0.2890 per share, totaling THB 202,306,190, allocated from net profit and the retained earnings. Such dividend payment is equivalent to payout ratio at 107.40 percent of net profit according to the separate financial statements, which is in line with the Company's dividend policy.

In this regard, the dividend of THB 0.2890 per share payable from the Company's net profit after 20 percent corporate income tax, individual shareholders are entitled to claim tax credit at the rate of 20/80 times of the dividends received pursuant to Section 47 bis of the Revenue Code. However, the rights to receive the dividends remain uncertain as it requires the prior approval from the Meeting and any shareholders who are disqualified to receive dividends pursuant to the applicable laws will not be entitled to receive such dividends.

Additionally, the dividend payment at the rate of THB 0.2890 per share, totaling THB 202,306,190, which is equivalent to payout ratio at 107.40 percent of net profit according to the separate financial statements falls under Clause 5.5 of the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares of the Company offered to the executives (including those who hold the position of director) and/or employees of the Company and/or its subsidiaries under GABLE ESOP-W1 scheme (the "GABLE ESOP-W1 Warrants"), which requires that the Company adjust the exercise price and/or exercise ratio of the warrants in the event that the Company distributes dividends in cash in excess of 90 percent of the net profit pursuant to the audited separate financial statements after deducting accumulated loss, legal reserves, minority interest, and corporate income tax of any relevant fiscal year. In this regard, if the Meeting resolves to approve that the Company pays such dividends, the adjustments of the exercise price and exercise ratio of the GABLE ESOP-W1 Warrants shall take effect immediately from the first date on which the XD sign is posted (or ex-dividend date) on 10 May 2024. The Company will further announce the same through the website of the Stock Exchange of Thailand (the "SET").

Opinion of the Board of Directors: The Board of Directors considered and endorsed to propose that the Meeting consider the followings:

1. To approve the dividend payment for the fiscal year 2023 ended 31 December 2023, after setting aside the net profit for legal reserve, at the rate of THB 0.2890 per share to the Company's shareholders, totaling THB 202,306,190, allocated from net profit from the Company's operating results for the fiscal

year 2023 ended 31 December 2023 and the retained earnings. In this respect, the Board of Directors set a record date for determining the shareholders who are entitled to receive the dividends on 13 May 2024 and set a dividend payment date on 28 May 2024. However, the rights to receive the dividends remain uncertain as it requires the prior approval from the Meeting and any shareholders who are disqualified to receive dividends pursuant to the applicable laws will not be entitled to receive such dividends.

2. To acknowledge the appropriation of net profit from the Company's operating results for the fiscal year 2023 ended 31 December 2023 as the legal reserve in the amount of THB 9,450,000, equivalent to 5 percent of the net profit from the Company's operating results for the fiscal year 2023 ended 31 December 2023. As a result, the Company's legal reserve amounted to THB 68,180,000, equivalent to 9.64 percent of the Company's registered capital.

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

Agenda 4 To consider and approve the election of directors in replacement of those who retired by rotation

Facts and Reasons: Pursuant to Section 71 of the PLCA and Article 18 of the Company's Articles of Association, at every annual general meeting of shareholders, at least one-thirds of the total number of directors shall retire from his/her director office by rotation. If it should be impossible for the number of directors to be divided into three, the closest number to one-thirds shall be applied. The retired directors are entitled to be re-elected.

At present, the Company has 9 directors in total. In the Meeting, there are 3 directors who shall retire by rotation, as follows:

- 1) Mrs. Supavadee Phantumvanit Chairman of the Board of Directors,
- 2) Mr. Vibul Tuangsitthisombat¹ Independent Director and Member of the Audit Committee, and
- 3) Ms. Porama Chansue Director.

In addition, to promote the good corporate governance, the Company allowed the shareholders to nominate candidates to be considered and elected as the Company's directors at the Meeting, by making an announcement on the website of the SET, during 1 October 2023 to 31 December 2023. However, no shareholder nominated any candidates for election as the Company's directors.

¹ Mr. Vibul Tuangsitthisombat was appointed as the Company's independent director on 8 October 2021. Number of years in office therefore equalled 2 years and 6 months (until April 2024).

In nominating directors, the Nomination and Remuneration Committee² (by disinterested members of the Nomination and Remuneration Committee) has followed the nomination process as outlined by the Company through the consideration of board diversity in terms of qualifications and skills of the director(s) that are necessary and required for composition of the Board of Directors according to the board skill matrix. The Nomination and Remuneration Committee reviewed qualifications of the 3 directors who shall retire by rotation and viewed that they have knowledge, skills, experience, and expertise essential to the Company's business operations. They are also qualified and do not possess any prohibited characteristics pursuant to the PLCA, the Securities and Exchange Act B.E. 2535 (1992) (as amended) and relevant notifications. In addition, it obviously appeared that these 3 directors who shall retire by rotation have proven to be highly dedicated to their duties and responsibilities pursuant to good corporate governance. Moreover, the independent director nominee also possesses the qualifications in accordance with the laws and regulations related to independent director, including the Company's definition of independent director and could provide independent opinion and recommendation which are beneficial. The Nomination and Remuneration Committee (by disinterested members of the Nomination and Remuneration Committee) recommended the re-election of these 3 directors who shall retire by rotation as directors of the Company for another term of office. Profiles of the Candidates Nominated as Directors in Replacement of Directors who Retired by Rotation and Definition of Independent Director are appeared in Enclosure 2.

Opinion of the Board of Directors: The Board of Directors (by disinterested directors) considered the Nomination and Remuneration Committee's recommendation thoroughly and viewed that these 3 candidates who have passed the Company's nomination process, possess the qualifications required by laws and are suitable for the Company's business including having knowledge, skills, experience, and expertise essential to the Company's business operations. Also, the independent director nominee possesses the qualifications in accordance with the laws and regulations related to independent director, including the Company's definition of independent director. It is therefore endorsed to propose that the Meeting consider and approve the re-election of the 3 directors who shall retire by rotation, i.e., Mrs. Supavadee Phantumvanit, Mr. Vibul Tuangsitthisombat and Ms. Porama Chansue, as directors of the Company for another term of office.

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

² Its name has been changed from the Nomination, Sustainability, Remuneration and Corporate Governance Committee to the Nomination and Remuneration Committee on 1 March 2024.

Agenda 5 To consider and approve the determination of directors' remuneration for the year 2024

Facts and Reasons: Pursuant to Section 90 of the PLCA and Article 33 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in forms of rewards, meeting allowance, pension, bonus, or any other kinds of benefit as approved by a meeting of shareholders by affirmative votes of at least two-thirds of the total votes of the shareholders attending the meeting.

In determining directors' remuneration, the Nomination and Remuneration Committee considered the appropriateness of roles, duties and responsibilities and the Company's operating results, as well as directors' remuneration of other companies listed on the SET within the same industry and/or comparable market capitalization, and then recommended for the determination of directors' remuneration for the year 2024 by maintaining the same rate as the previous year, as detailed in the table below, with a total limit of THB 10,000,000.

1) Remuneration of the Board of Directors

Remuneration Components	Monthly Remuneration (Per month / person)	Meeting Allowance (Per attendance / person)
Chairman	THB 20,000	THB 30,000
Director	THB 10,000	THB 15,000

Remark: Executive director is not entitled to receive remuneration of the Board of Directors.

2) Remuneration of sub-committees

Remuneration Components	Monthly Remuneration (Per month / person)	Meeting Allowance (Per attendance / person)
Audit Committee		
Chairman	THB 15,000	THB 30,000
Director	THB 7,500	THB 15,000
Nomination and Remuneration Committee		
Chairman	THB 10,000	THB 30,000
Director	THB 5,000	THB 15,000
Risk and Sustainability Development Committee		
Chairman	THB 10,000	THB 30,000
Director	THB 5,000	THB 15,000
Executive Committee		
Chairman	THB 10,000	THB 30,000
Director	THB 5,000	THB 15,000

Remark: Executive director is not entitled to receive remuneration of sub-committees.

Apart from the Board of Directors' and sub-committees' remuneration stated in the table above, none of any other type of remuneration or benefit is granted to the directors.

Opinion of the Board of Directors: The Board of Directors considered the Nomination and Remuneration Committee's recommendation thoroughly and therefore endorsed to propose that the Meeting consider and approve the determination of directors' remuneration for the year 2024 as detailed above.

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

Agenda 6 To consider and approve the appointment of auditors and the determination of audit fee for the year 2024

Facts and Reasons: To comply with Section 120 of the PLCA and Articles 58 and 59 of the Company's Articles of Association, the auditors must be appointed, and the audit fee must be determined, at every annual general meeting of shareholders. The Audit Committee has selected the auditors according to the criteria set out in the PLCA and the relevant notification of the Capital Market Supervisory Board. Also, the Audit Committee considered knowledge, capability, expertise, and experience as well as the performance of the auditors from EY Office Limited during the past year who performed duties with responsibility and provided beneficial recommendations and suggestions for the Company's business operations. Therefore, the Audit Committee recommended for the appointment of the following auditors from EY Office Limited as the Company's auditors, to review and give an opinion on the Company's financial statements for the fiscal year 2024:

- 1) Mrs. Poonnard Paocharoen, Certified Public Accountant No. 5238 (who has signed the Company's financial statements for 6 years, from the fiscal year 2018 to the fiscal year 2023); and/or
- 2) Ms. Sineenart Jirachaikhuankhan, Certified Public Accountant No. 6287 (who has never signed the Company's financial statements); and/or
- 3) Mr. Vorapoj Amnauypanit, Certified Public Accountant No. 4640 (who has never signed the Company's financial statements).

In the event any proposed auditors are unable to perform their duties, the Company allows any auditors from EY Office Limited to perform the duty in replacement.

In this regard, these 3 auditors have neither relationship with nor interests in the Company, its subsidiaries, its executives, major shareholders or any related person thereof; and, therefore, are independent to audit and give opinion on the financial statements of the Company. In addition, none of the proposed auditors has audited, reviewed, or given opinion on the Company's financial statements for 7 fiscal years whether consecutive or not. Therefore, all the proposed auditors possess all qualifications pursuant to the relevant notification of Capital Market Supervisory Board. Brief Information and Profiles of Auditors from EY Office Limited are set out in Enclosure 3.

In addition, the Audit Committee considered the audit fee for the fiscal year 2024 and viewed that the audit fee is appropriate considering the quality and scope of audit works, and therefore recommended for the determination of the Company's auditor fee for the fiscal year 2024 at an amount not exceeding THB 3,050,000, decreasing from the fiscal year 2023 by THB 150,000, equivalent to 4.7 due to the negotiation. This mentioned audit fee excludes (i) out-of-pocket expenses incurred upon actual occurrence, such as travel expenses, consistent with general practice, and (ii) non-audit fee which will be paid upon actual basis. Moreover, the Company, in the fiscal year 2023 ended 31 December 2023, did not engage EY Office Limited or other related company of EY Office Limited to render other services, therefore, none of non-audit fee has been paid.

Further, the auditors from EY Office Limited will be the auditors of all 6 subsidiaries of the Company for the fiscal year 2024. The preliminary audit fee for 6 subsidiaries will not exceed THB 1,830,000.

Opinion of the Board of Directors: The Board of Directors considered the Audit Committee's recommendation, which has been reviewed with due diligence, thoroughly and therefore endorsed to propose that the Meeting consider and approve the appointment of the auditors from EY Office Limited as the Company's auditors, i.e., Mrs. Poonnard Paucharoen, Certified Public Accountant No. 5238 and/or Ms. Sineenart Jirachaikhuanphan, Certified Public Accountant No. 6287 and/or Mr. Vorapoj Amnauypanit, Certified Public Accountant No. 4640, and the determination of audit fee for the fiscal year 2024 in the amount not exceeding THB 3,050,000; and acknowledge the appointment of the subsidiaries' auditors, as detailed above.

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

Agenda 7 To consider other businesses (if any)

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

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

The Company holds this Meeting by electronic means only; no physical meeting venue will be provided. A registration portal for shareholders or proxies to submit a request to obtain meeting details, username and password will be opened at 8.30 a.m. from 23 April 2024 onwards. Shareholders or proxies can register for attending the meeting from 11.30 a.m. (2 hours prior to the meeting time) of the meeting date onwards until the meeting adjourns.

Web link at <https://con.inventech.co.th/GABLE174085R/#/homepage>
for submission of registration request for meeting details, username,
and password, or scan the QR Code to enter the registration portal.



Shareholders or proxies who intend to attend the meeting by his/herself are recommended to study the Guidelines for Meeting Attendance, Appointment of Proxy and Vote Casting and Counting in Enclosure 4 and the Electronic Meeting Procedure as detailed in Enclosure 5. Any shareholder who has a query or encounters any technical problem in relation to the request submission and meeting attendance can call 02 931 9136 from 23 - 30 April 2024, 8.30 a.m. - 5.30 p.m. (for business day only).

In case the shareholders are inconveniently to attend the Meeting, the shareholders can appoint the Company's independent director as proxy for attending the meeting and casting the vote on behalf of the shareholders. Please see Information of Independent Director for Appointment as Proxy in Enclosure 6. The shareholders can choose to use one type of Proxy Form A, Form B or Form C (which can be downloaded from the Company's website) and enclose it with documents required for attending the meeting as detailed in Enclosure 4. In this regard, Proxy Form B is enclosed herewith in Enclosure 7.

In order to facilitate the document verification, the Company request kind cooperation from the shareholders in sending the complete proxy form and the relevant document required for attending e-meeting to the Company within 26 April 2024.

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

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

Sincerely yours,

G-Able Public Company Limited



Mrs. Supavadee Phantumvanit

Chairman of the Board of Directors

Remark

- 1) The shareholders or proxies can download the Invitation to the 2024 Annual General Meeting of Shareholders, other enclosures, and the Annual Report 2023 (Form 56-1 One Report) via the Company's website at <https://investor.g-able.com/en/downloads/shareholders-meetings> or via QR Code as shown in the invitation letter.
- 2) The shareholders or proxies can study the Privacy Notice for Shareholders according to Privacy Policy of the Company's group at <https://www.g-able.com/policy/notice>.

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

Name-Surname	Mrs. Supavadee Phantumvanit																	
Type of director nominated for election	Director																	
Director nomination criteria and procedure	Consideration by the Board of Directors through the thorough screen of the Nomination and Remuneration Committee																	
Current position	Chairman of the Board of Directors and Authorized Director																	
Date of appointment as director	30 January 1989																	
Number of years in office	35 years 3 months (until April 2024)																	
Age	73 years																	
Education	<ul style="list-style-type: none"> - Master of Science in Computer Science, University of Wisconsin, USA - Bachelor of Science in Statistics, Chulalongkorn University 																	
Training program	Thai Institute of Directors <ul style="list-style-type: none"> - Role of the Chairman Program (RCP) Year 2022 - Director Accreditation Program (DAP) Year 2004 																	
Training in 2023	-None-																	
Current position in other listed company	-None-																	
Current position in other non-listed company (8 companies)	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">2017 - Present</td> <td>Director, Defence Innovation Co., Ltd.</td> </tr> <tr> <td>2016 - Present</td> <td>Director, ESRI (Thailand) Co., Ltd.</td> </tr> <tr> <td>2014 - Present</td> <td>Director, Geo Talent Co., Ltd.</td> </tr> <tr> <td>2012 - Present</td> <td>Director, Wisdomsoft Co., Ltd.</td> </tr> <tr> <td>2004 - Present</td> <td>Director, Merkator Co., Ltd.</td> </tr> <tr> <td>2004 - Present</td> <td>Director, Corewisdom Co., Ltd.</td> </tr> <tr> <td>1991 - Present</td> <td>Director, GIS Co., Ltd.</td> </tr> <tr> <td>1986 - Present</td> <td>Director, Control Data (Thailand) Co., Ltd.</td> </tr> </table>		2017 - Present	Director, Defence Innovation Co., Ltd.	2016 - Present	Director, ESRI (Thailand) Co., Ltd.	2014 - Present	Director, Geo Talent Co., Ltd.	2012 - Present	Director, Wisdomsoft Co., Ltd.	2004 - Present	Director, Merkator Co., Ltd.	2004 - Present	Director, Corewisdom Co., Ltd.	1991 - Present	Director, GIS Co., Ltd.	1986 - Present	Director, Control Data (Thailand) Co., Ltd.
2017 - Present	Director, Defence Innovation Co., Ltd.																	
2016 - Present	Director, ESRI (Thailand) Co., Ltd.																	
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2004 - Present	Director, Merkator Co., Ltd.																	
2004 - Present	Director, Corewisdom Co., Ltd.																	
1991 - Present	Director, GIS Co., Ltd.																	
1986 - Present	Director, Control Data (Thailand) Co., Ltd.																	
Current position in other business potentially having conflict of interest or in competition with the Company's business	-None-																	

Number of the Company's shares held as at 2 January 2024	28,580,664 shares (equivalent to 4.083 percent of total issued shares)
Meeting attendance in 2023	Board of Directors 9/9 meetings
Family relationship among directors and executives	-None-

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


Name-Surname	Mr. Vibul Tuangsitthisombat	
Type of director nominated for election	Independent Director	
Director nomination criteria and procedure	Consideration by the Board of Directors through the thorough screen of the Nomination and Remuneration Committee	
Current position	Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee	
Date of appointment as director	8 October 2021	
Number of years in office	2 years 6 months (until April 2024)	
Age	59 years	
Education	<ul style="list-style-type: none"> - Master of Business Administration, Chulalongkorn University - Bachelor of Science in Management, Indiana State University, USA 	
Training program	<p>Thai Institute of Directors</p> <ul style="list-style-type: none"> - Director Certification Program (DCP) Year 2017 <p>Other training course</p> <ul style="list-style-type: none"> - Capital Market Leader Program (CMA) Class 16/2013 - Certificate, Class 57, National Defense College (NDC) - Strategic Leaders Program: Vision, Strategy, and Managing the Organization to Drive Results, Michigan Ross Executive Education, University of Michigan, USA - Advanced Human Resource Executive Program, Michigan Ross Executive Education, University of Michigan, USA - Leading in a Disruptive World (LDW), Stanford Center for Professional Development, Stanford University, USA - Breakthrough Program for Senior Executives, IMD Business School, Switzerland 	
Training in 2023	-None-	
Current position in other listed company (1 company)	Present	Director and Member of the Remuneration Committee, SCG Packaging Plc.

Current position in other non-listed company (26 companies)	Present	Director, Thai Garment Manufacturers Association
	Present	Director, The Association of Thai Textile Bleaching, Dyeing, Printing, and Finishing Industries
	2021 - Present	Director, Retail Venture Co., Ltd.
	2019 - Present	Advisor, Thai Chamber of Commerce
	2019 - Present	Director, Naylit Co., Ltd.
	2017 - Present	Director, Iconic International Co., Ltd.
	2016 - Present	Director, Tuangsiri Holding Co., Ltd.
	2015 - Present	Director, Top T 2015 Co., Ltd.
	2013 - Present	Director, Nanyang Textile Co., Ltd.
	2010 - Present	Director, Maxwell Garment Co., Ltd.
	2004 - Present	Director, Nan Yang Textile Alliance Co., Ltd.
	2004 - Present	Director, Nanyang Energy Co., Ltd.
	2004 - Present	Director, Redwoods International Co., Ltd.
	2003 - Present	Director, Grosswell Co., Ltd.
	2001 - Present	Director, Paddy Holding Co., Ltd.
	2000 - Present	Director, Nan Yang Retail Network Co., Ltd.
	1998 - Present	Director, Novelty Apparel Co., Ltd.
	1997 - Present	Director, Titan Enterprise Co., Ltd.
	1997 - Present	Director, Nanyang Inspiration Center Co., Ltd.
	1995 - Present	Director, P.J.J. Development Co., Ltd.
1993 - Present	Director, Gromax Trading Co., Ltd.	
1993 - Present	Director, Sukwiat Co., Ltd.	
1991 - Present	Director, Charter Print Co., Ltd.	
1990 - Present	Director, Nan Yang Garment Co., Ltd.	
1990 - Present	Director, United Housing Co., Ltd.	
1990 - Present	Director, Nan Yang Knitting Factory Co., Ltd.	
Current position in other business potentially having conflict of interest or in competition with the Company's business	-None-	

Number of the Company's shares held as at 2 January 2024	500,000 shares (equivalent to 0.071 percent of total issued shares)	
Meeting attendance in 2023	Board of Directors	8/9 meetings
	Audit Committee	4/4 meetings
	Nomination, Sustainability, Remuneration and Corporate Governance Committee ¹	7/7 meetings
Family relationship among directors and executives	-None-	
Having any following characteristics of relationship with the Company, its parent company, subsidiary, associated company, or legal entity which may cause conflict of interest at present or during the past 2 years		
1. Being a director involving in management, employee, staff, or salaried consultant	-None-	
2. Being a professional advisor	-None-	
3. Having significant business relationship in a manner which may interfere with his/her independent judgment	-None-	

¹ Its name has been changed to the Nomination and Remuneration Committee on 1 March 2024.

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

Name-Surname	Ms. Porama Chansue	
Type of director nominated for election	Director	
Director nomination criteria and procedure	Consideration by the Board of Directors through the thorough screen of the Nomination and Remuneration Committee	
Current position	Director and Authorized Director	
Date of appointment as director	8 October 2021	
Number of years in office	2 years 6 months (until April 2024)	
Age	59 years	
Education	- Bachelor of Architecture in Interior Architecture, ESAM, France	
Training program	Thai Institute of Directors - Director Accreditation Program (DAP) Year 2021	
Training in 2023	-None-	
Current position in other listed company	-None-	
Current position in other non-listed company (8 companies)	2018 - Present Director, XET Co., Ltd. 2016 - Present Director, ESRI (Thailand) Co., Ltd. 2016 - Present Director and Managing Director, C.D.G. House Co., Ltd. 2016 - Present Director, Control Data (Thailand) Co., Ltd. 2014 - Present Director, Geo Talent Co., Ltd. 2008 - Present Director, Globetech Co., Ltd. 2004 - Present Director, Corewisdom Co., Ltd. 1992 - Present Director, Prida Pramote Co., Ltd.	
Current position in other business potentially having conflict of interest or in competition with the Company's business	-None-	

Number of the Company's shares held as at 2 January 2024	54,455,540 shares (equivalent to 7.779 percent of total issued shares)
Meeting attendance in 2023	Board of Directors 9/9 meetings
Family relationship among directors and executives	-None-

Definition of Independent Director

Candidate nominated for the position of independent director shall possess the qualifications as specified in the Company's Definition of Independent Director, which is in line with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

1. Holding no more than 0.75 percent of the total shares entitling to votes of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, including the shares held by related persons of any such independent director.
2. Neither being nor having been a director involving in the management, employee, staff, salaried consultant, or controlling person of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person, unless foregoing status has ended for not less than two years. In this regard, these prohibited characteristics shall exclude the case where an independent director used to be a government officer or advisor of a governmental agency, which is a major shareholder or controlling person of the Company.
3. Not being a person related by blood or registration under the laws as father, mother, spouse, sibling and child (including the spouse of child) of the director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Neither having nor having had business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, in a manner which may interfere with his/her independent judgment; neither being nor having been a significant shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for not less than two years.
5. Neither being nor having been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for not less than two years.
6. Neither being nor having been any professional advisor, including legal advisor, or financial advisor, who receives service fees exceeding THB 2 million per annum from the Company, its parent company, subsidiary, associated company, major shareholder or controlling person; and not being a significant shareholder, controlling person, or partner of such professional advisor, unless the foregoing relationship has ended for not less than two years.

7. Not being a director who is appointed as a representative of the Company's director, major shareholder, or any shareholder who is related to the Company's major shareholder.
8. Neither operating a business which has the same nature of business and competes with the business of the Company or its subsidiary nor being significant partner in partnership or director involving in the management, employee, staff, salaried consultant, or holding shares exceeding 1 percent of the total shares entitling to votes of the other companies operating the business with the same nature and in competition with the Company or its subsidiary.
9. Not possessing any characteristic which disables the expression of independent opinions with respect to the Company's business operations.

Brief Information and Profiles of Auditors from EY Office Limited

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

Name-Surname: Mrs. Ponnard Paچارoen **Nationality:** Thai

Certified Public Accountant Number: 5238

Education:

- Master of Business Administration, Kasetsart University
- Bachelor of Accounting, Thammasart University



Work Experience: Mrs. Ponnard has more than 28 years working with EY Office Limited for financial auditing.

Position: Partner

Shareholding in the Company (percent): None

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

Record of illegal action: None

Name-Surname: Ms. Sineenart Jirachaikhuankhan **Nationality:** Thai

Certified Public Accountant Number: 6287

Education:

- Master of Science in Information Technology in Business, Chulalongkorn University
- Bachelor of Accounting, Chulalongkorn University



Work Experience: Ms. Sineenart has more than 25 years working with EY Office Limited for financial auditing.

Position: Partner

Shareholding in the Company (percent): None

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

Record of illegal action: None

Name-Surname: Mr. Vorapoj Amnuaypanit **Nationality:** Thai

Certified Public Accountant Number: 4640

Education:

- Master of Finance and Accounting, Chulalongkorn University
- Bachelor of Accounting, Chulalongkorn University



Work Experience: Mr. Vorapoj has more than 29 years working with EY Office Limited for financial auditing.

Position: Partner

Shareholding in the Company (percent): None

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

Record of illegal action: None

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

1. Meeting Attendance

The Company holds the 2024 Annual General Meeting of Shareholders by electronic means only. A registration portal for shareholders or proxies to submit a request to obtain meeting details, username and password will be opened 7 days in advance, i.e., at 8.30 a.m. from 23 April 2024 onwards and will be closed on 21 April 2023 at the meeting adjournment. Shareholders or proxies can register for attending the meeting from 11.30 a.m. (2 hours prior to the meeting time) on the meeting date (30 April 2024).

Shareholders or proxies who intend to attend the meeting by his/herself are recommended to study the Electronic Meeting Procedure as detailed in Enclosure 5. Any shareholder who has a query or encounters any technical problem in relation to the request submission and meeting attendance can call 02 931 9136 from 23 - 30 April 2024, 8.30 a.m. - 5.30 p.m. (for business day only).

2. Proxy and Procedures for Proxy Appointment

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

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

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

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

In this regard, the Company has enclosed Proxy Form B with this invitation as set out in Enclosure 7. Shareholders can download Proxy Form A, Form B and Form C from the Company's website at <https://investor.g-able.com/en/downloads/shareholders-meetings>. Procedures for proxy appointment are as follows:

- (1) Shareholders can choose to use only one type of Proxy Form A or Form B, unless shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository shall use Proxy Form C.

- (2) Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately, save for shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository using Proxy Form C.
- (3) Shareholders can appoint the Company's independent director whose profiles set forth in Enclosure 6 as their proxies. If the shareholders appoint the Company's independent director as their proxies, we recommend that the shareholders use Proxy Form B attached herewith and instruct their voting intention in each agenda.
- (4) A proxy form must be correctly and completely filled in, signed by a grantor and a proxy(ies) (in the event the Company's independent director is not appointed as proxy), and affixed with THB 20 stamp duty, which must be crossed out and dated upon appointment of the proxy. For convenience, the Company will provide stamp duties for those who attend the meeting by proxy.
- (5) Appointment of proxy
 - (5.1) Appoint any person as the proxy to attend the electronic meeting - Shareholders or proxies shall follow item nos. 1. - 4. above and submit the request to obtain meeting details, username and password.
 - (5.2) Appoint an independent director of the Company as the proxy to attend the electronic meeting – Shareholders shall follow item nos. 1. - 4. above and submit the request via electronic means pursuant to the specified procedures or send the completely filled and signed proxy form with the required documents to the Company at the following address by postal within 26 April 2024:

Company Secretary Department
G-Able Public Company Limited
No. 127/30 Panjathani Tower, 25th Floor,
Nonsi Road, Chong Nonsi,
Yannawa, Bangkok 10120
- (6) In case of appointing the Company's independent director as proxy, in addition to grant of proxy as stipulated in Clause (5) above, the shareholder may appoint the Company's independent director through e-Proxy service rendered by Thailand Securities Depository Co., Ltd. via Investor Portal. (Please contact Thailand Securities Depository Co., Ltd. for more information.)

3. Documents Required for Attending E-Meeting

1. Individual Shareholder

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

2. Juristic Person Shareholder

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

government agency as referred in Clause 1.(1), which has been certified as true and correct by the proxy.

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

Documents from custodian

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

Documents from shareholder who are foreign investors

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

Should any document as presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be).


Vote Casting and Counting

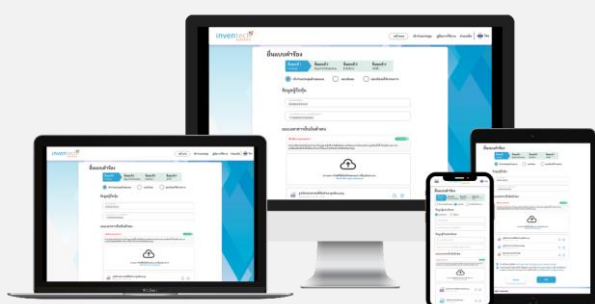
1. Vote casting shall be conducted openly, whereby one share shall have one vote.
2. Resolutions of the shareholders' meeting require the following votes:
 - in ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes;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

Electronic Meeting Procedure

Shareholder and proxy intending to attend the meeting by himself/herself can proceed according to the procedure for submitting the request form to attend the meeting via electronic means as follows:

Submission of e-request to attend electronic meeting

1. Shareholder shall submit an e-request to attend the electronic meeting via web browser at <https://con.inventech.co.th/GABLE174085R/#/homepage> or scan QR Code  and follow the following steps:



1 Clicking URL or scanning QR Code in the invitation

2 Choosing type to file a request form and further following 4 steps below:

Step 1 filling in the information, including shareholder's information

Step 2 filling in the shareholder's verification information

Step 3 verifying himself/herself via OTP;

Step 4 successful submission, verifying information correctness as displayed by the system; and

3 Waiting for an email informing of meeting details and password.

**** Merge user accounts, please use the same email and phone number ****

2. A registration portal for shareholder, who intend to attend the meeting by himself/herself or through the proxy who is not the provided independent directors, to submit a request will be opened from 23 April 2024 at 8.30 a.m. and will be closed on 30 April 2024 at the meeting adjournment.
3. The electronic meeting system will be opened on 30 April 2024 at 11.30 a.m. (2 hours before the meeting time). Shareholders or proxies shall use the provided username and password and follow the user manual.

Appointment of the independent director as proxy

Shareholders who appoint the Company's independent directors as the proxy shall follow instructions as set forth in Enclosure 4. The shareholders can submit a request to attend the meeting by electronic means as per the specified procedures or send the complete proxy form with the required documents to the Company at the following address. The complete proxy form and required documents shall be delivered to the Company within 26 April 2024.

Company Secretary Department

G-Able Public Company Limited

No. 127/30 Panjathani Tower, 25th Floor, Nonsi Road, Chong Nonsi,

Yannawa, Bangkok 10120

Please contact Inventech Call Center for a troubleshooting.



02-931-9136



@inventechconnect



Available from 23 - 30 April 2024, 08.30 a.m. - 5.30 p.m.

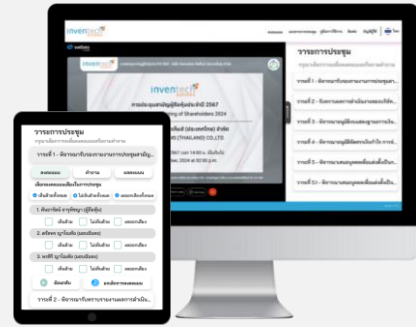
(business day only, not include national and public holidays)



Report a problem
@inventechconnect

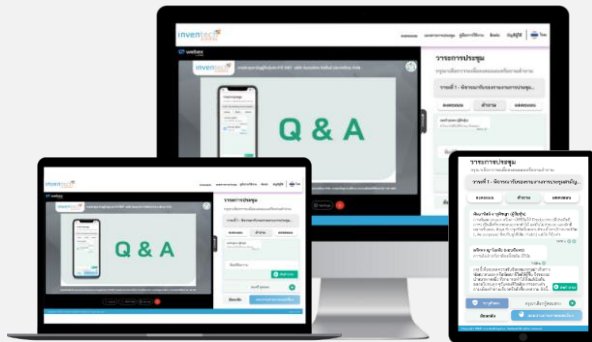
Meeting attendance registration process (e-Register) and vote casting process (e-Voting)

- 1 Signing into the system by using email and password which are received from email or requesting OTP
- 2 Clicking "Register" button, the vote will be counted as a quorum
- 3 Clicking "Join Attendance" button, then clicking "Join Meeting" button
- 4 Selecting which agenda for vote casting
- 5 Clicking "Vote" button
- 6 Casting the vote pursuant to your intention
- 7 Status of your latest vote will be displayed by the system.



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

Step to raise questions via InvenTech Connect



- Selecting which agenda for raising question
- Clicking "Question" button
- 1 Question by typing
 - Typing the question and then clicking "Send"
- 2 Question via video conference
 - Clicking "Conference" button
 - Clicking "OK" for queue confirmation
 - Waiting for your queue before opening your microphone and camera

InvenTech Connect user manual



e-Request user manual



e-Voting user manual

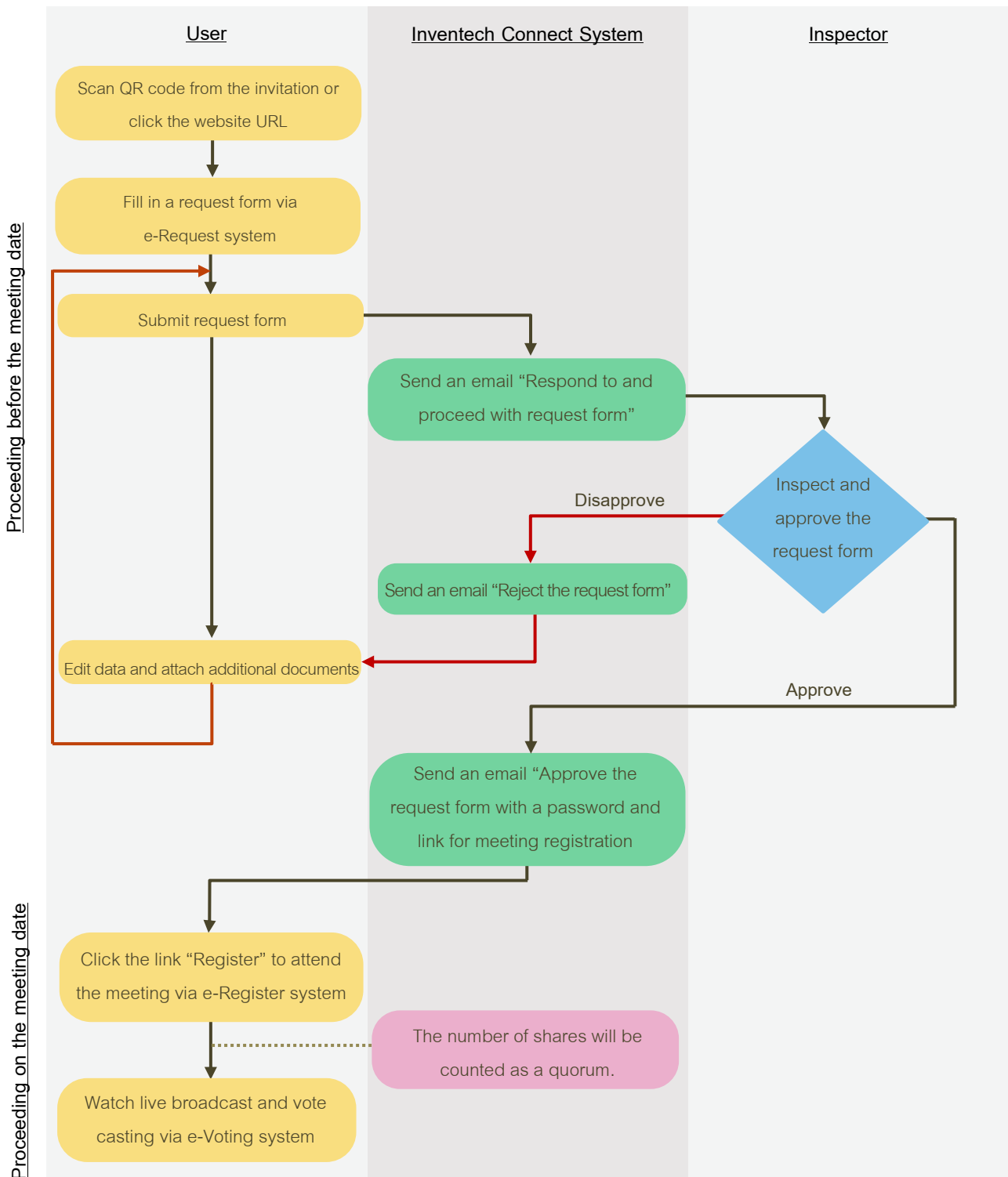


Video of using InvenTech Connect

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

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

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



Condition of use

In case of merging / changing account

In case filing multiple requests by using the same email and phone number, the system will merge account or in case that user has more than 1 account, he/she can click "Change account" to switch the account while the other account will still count in the meeting base.

In case of leaving the meeting

Attendees can click "Register for leaving the meeting", the system will exclude your votes from the meeting base in all unfinished agenda items.

Information of the Independent Directors for Appointment as Proxy

Mr. Warapong Nandabhiwat

Independent Director and Chairman of the Audit Committee

Age: 66 years

Date of appointment as director: 8 October 2021

Address: 127/30 Panjathani Tower, 25th Floor, Nonsi Road, Chong Nonsi, Yan Nawa, Bangkok 10120

Interest in the meeting agenda: Not having any special interest

Mr. Kampol Tatiyakavee

Independent Director, Member of the Audit Committee and Chairman of the Risk and Sustainability Development Committee

Age: 64 years

Date of appointment as director: 8 October 2021

Address: 127/30 Panjathani Tower, 25th Floor, Nonsi Road, Chong Nonsi, Yan Nawa, Bangkok 10120

Interest in the meeting agenda: Not having any special interest

Mr. Vibul Tuangsitthisombat

Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee

Age: 59 years

Date of appointment as director: 8 October 2021

Address: 127/30 Panjathani Tower, 25th Floor, Nonsi Road, Chong Nonsi, Yan Nawa, Bangkok 10120

Interest in the meeting agenda: Having interest in Agenda 4 due to being director who shall retire by rotation

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

อากรแสตมป์ 20 บาท
Duty Stamp of THB 20

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at

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

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่เลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing / located at Soi Road Subdistrict

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท จีเอเบิล จำกัด (มหาชน)
Being a shareholder of G-Able Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding a total of shares having the vote equal to votes as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preference share shares having the vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย
และระบุรายละเอียดของผู้รับมอบฉันทะ
If choosing No. 1, please mark
and provide details of the proxies.

1. ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Subdistrict District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code Or

ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Subdistrict District

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย
และเลือกกรรมการอิสระคนใดคนหนึ่ง
If choosing No. 2, please mark
and select one of the independent
directors.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The following independent directors of the Company:

- นายวรพงศ์ นันทาภิวัดณ์ / Mr. Warapong Nandabhiwat *or*
 นายกัมพล ตติยกุล / Mr. Kampol Tatiyakavee *or*
 นายวิบูลย์ ดวงสิทธิสมบัติ / Mr. Vibul Tuangsitthisombat

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระท่านอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลกรรมการอิสระประกอบกรมอบฉันทะปรากฏตามสิ่งที่ส่งมาด้วย 6)

In the case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement. (Information of the Independent Directors for Appointment as Proxy is set out in Enclosure 6.)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 30 เมษายน 2567 เวลา 13.30 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (Electronic meeting) เพียงรูปแบบเดียว หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on 30 April 2024 at 1.30 p.m. via electronic means only, or such other date, time and place as the meeting may be held.

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

วาระที่ 1 รับทราบผลการดำเนินงานสำหรับปีบัญชี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 1 To acknowledge the operating results for the fiscal year 2023 ended 31 December 2023
(ไม่มีการลงคะแนนเสียงในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปีบัญชี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

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

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

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

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติการจ่ายเงินปันผลสำหรับปีบัญชี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

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

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

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

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 **พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ**
Agenda 4 To consider and approve the election of directors in replacement of those who retired by rotation

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

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

เลือกตั้งกรรมการทั้งหมด
Elect the entire group of nominated directors

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

เลือกตั้งกรรมการเป็นรายบุคคล
Elect each nominated director individually

ชื่อกรรมการ.....นางสุภาวดี พันธุ์มวนิช.....
Director's name.....Mrs. Supavadee Phantumvanit.....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ.....นายวิบูลย์ ตวงสิทธิสมบัติ.....
Director's name.....Mr. Vibul Tuangsitthisombat.....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ.....นางสาวปรมา ชันชื้อ.....
Director's name.....Ms. Porama Chansue.....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 **พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2567**
Agenda 5 To consider and approve the determination of directors' remuneration for the year 2024

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 **พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าสอบบัญชีประจำปี 2567**
Agenda 6 To consider and approve the appointment of auditors and the determination of audit fee for the year 2024

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 7 To consider other businesses (if any)

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

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

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

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

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

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

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

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

หมายเหตุ/Remarks

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท **จีเอเบิล จำกัด (มหาชน)** ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 30 เมษายน 2567 เวลา 13.30 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (Electronic meeting) เพียงรูปแบบเดียว หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of **G-Able Public Company Limited** for the 2024 Annual General Meeting of Shareholders on 30 April 2024 at 1.30 p.m. via electronic means only, or such other date, time and place as the meeting may be held.

วาระที่ _____ เรื่อง _____
Agenda Re:

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Agenda Re:

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Agenda Re:

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

Articles of Association of G-Able Public Company Limited, Chapter 4 - Shareholders' Meeting

Article 34. The shareholders' meeting shall be held at the locality where the Company's head office is located or in a neighboring province. Alternatively, the shareholders' meeting may be held via electronic means. In such a case, it shall be deemed that the location of the Company's head office is the meeting venue.

Article 35. The shareholders' meeting shall be held at least once a year and shall be called "annual general meeting". The annual general meeting shall be held within four (4) months from the last day of the fiscal year of the Company.

Any other meetings of shareholders shall be called an "extraordinary general meeting".

The board of directors may call an extraordinary general meeting whenever it deems appropriate. Moreover, one or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of issued shares may at any time submit their names and request the board of directors in writing to call for an extraordinary general meeting, provided that the subjects and reasons for the request to call such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call a shareholders' meeting to be held within forty-five (45) days from the date of the receipt of such request from the said shareholders.

In case the board of directors fails to arrange for the meeting within forty-five (45) days from the date of the receipt of request from the shareholders, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under the preceding paragraph. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation. In the case where, at the meeting called by the shareholders, the number of the shareholders presented does not constitute quorum as prescribed by Article 37., the shareholders who have subscribed their names or other shareholders requesting for the convening of the shareholders' meeting shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

In the case where the shareholders call for an extraordinary general meeting themselves, the shareholder calling the meeting may send a notice of invitation via electronic means to shareholders who express or consent to receive such notice electronically. Such actions must comply with the regulations and procedures stipulated by the public limited company registrar.

Article 36. To convene a shareholders' meeting, regardless of whether it is conducted in physical or by electronic means, the board of directors shall prepare a notice of invitation, indicating the venue, date, time and agenda items, including matters to be proposed to the meeting with appropriate details. The notice shall clearly indicate whether the matters, along with the relevant opinion of the board of directors, are proposed to the meeting for acknowledgement, for approval or for consideration. The notice of invitation shall be delivered to shareholders and the public limited company registrar no less than seven (7) days prior to the date of the meeting and shall be published in a newspaper for a period specified by law. In case the shareholders' meeting is held by electronic means, such meeting shall be proceeded in accordance with the regulations and procedures prescribed by law.

Article 37. At a shareholders' meeting, regardless of whether it is conducted in physical or by electronic means, there shall be not less than twenty five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders, and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of issued shares, whereby a quorum would then be constituted.

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

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

Article 38. At any shareholders' meeting, shareholders may give a proxy to other persons to attend the meeting and vote on their behalf. The proxy shall be made in writing as prescribed by the public limited company registrar and signed by the proxy grantor. The proxy shall be submitted to the chairman of the board of directors, or the person determined by the chairman of the board of directors at the venue of the meeting before the proxy attends the meeting. Alternatively, the proxy may be given by electronic means, provided that the method must be safe and reliable that the proxy is performed by the shareholders and in accordance with the regulations prescribed by the registrar. The proxy form shall at least include the following particulars:

- (1) number of shares held by the proxy grantor;
- (2) name of the proxy; and
- (3) serial number of meeting which the proxy has been authorized to attend and vote at.

Article 39. The shareholders' meeting shall proceed in accordance with the order of agenda items prescribed in the notice of invitation, unless the meeting resolves to change the order of agenda items by a vote of no less than two-thirds (2/3) of the shareholders attending the meeting.

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

Where consideration of matters following the order of agenda items determined in the notice of invitation, or additional matters raised by the shareholders, are not finished, and it is necessary to adjourn the meeting, the meeting shall determine the venue, date and time for the subsequent meeting. The board of directors shall then submit to shareholders the notice of invitation to such meeting, indicating the venue, date, time and agenda items, no less than seven (7) days prior to the date of the subsequent meeting. Such notice of invitation shall be published in a newspaper by means specified by public limited company law and relevant law.

Article 40. The chairman of the board of directors shall be the chairman of the shareholders' meeting. In case of absence of the chairman of the board of directors, or if the chairman of the board of directors is incapable of performing his or her duties, the vice chairman of the board of directors, if any, shall preside over the meeting. If there is no vice chairman of the board of directors, or if the vice chairman of the board of directors is absent or incapable of performing his or her duties, shareholders present at the meeting shall elect one among themselves to preside over the meeting.

Article 41. At a shareholders' meeting, each shareholder shall have one vote per one share.

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

Article 42. Unless specified otherwise by this Articles of Association or laws, approval resolutions of any matter at a shareholders' meeting shall be passed by a simple majority vote of the shareholders attending the meeting and casting their votes. In the case of a tie vote, the chairman of the meeting shall have a casting vote.

In the following cases, resolutions shall be passed by a vote of no less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and being entitled to vote:

- (1) sale or transfer of the entire business of the Company or a material part thereof to other persons;
- (2) purchase or acceptance of business transfer of another public limited company or private limited company to the Company;
- (3) entering into, amendment or termination of agreements relating to the lease of the entire business of the Company or a material part thereof, or authorization of other persons to manage the business of the Company, or consolidation of business with other persons with the aim to share profit and loss;
- (4) amendment to Memorandum of Association or Articles of Association of the Company;
- (5) capital increase or decrease;
- (6) issuance of debentures; and
- (7) amalgamation or dissolution.